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

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: ETHEL AND JAMES FLINN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 333 W. FORT STREET — Room/suite: 1950

City or town: DETROIT — State: MI — ZIP code: 48226

A Employer identification number: 38-2143122

B Telephone number (see the instructions): (313) 309-3436

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 58,698,929.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

	Line		(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 (att sch)				
	2	Ck ► ☐ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	88.	88.		
	4	Dividends and interest from securities	1,417,583.	1,411,318.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-1,592,276.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 37,231,135.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)				
	11	Other income (attach schedule) See Line 11 Stmt	49,649.	49,649.		
	12	**Total.** Add lines 1 through 11	-124,956.	1,461,055.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	291,255.	87,066.		204,189.
	14	Other employee salaries and wages	62,731.	21,452.		41,279.
	15	Pension plans, employee benefits	47,517.	14,567.		32,950.
	16a	Legal fees (attach schedule) L-16a Stmt	13,115.	4,021.		9,094.
	b	Accounting fees (attach sch) L-16b Stmt	12,000.	3,679.		8,321.
	c	Other prof fees (attach sch) L-16c Stmt	305,850.	64,448.		241,402.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	56,291.	7,129.		16,126.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy	71,445.	21,902.		49,543.
	21	Travel, conferences, and meetings	19,448.	5,962.		13,486.
	22	Printing and publications	8,519.	2,611.		5,908.
	23	Other expenses (attach schedule) Misc.	2,982.	913.		2,068.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	891,153.	233,750.		624,366.
	25	Contributions, gifts, grants paid	2,215,037.			2,215,037.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,106,190.	233,750.		2,839,403.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-3,231,146.			
	b	**Net investment income** (if negative, enter -0-)		1,227,305.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	149,506.	238,379.	238,379.
	2 Savings and temporary cash investments	516,165.	554,250.	554,250.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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) L-10b Stmt	22,252,890.	21,459,684.	24,044,500.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	8,705,655.	10,919,855.	11,664,642.
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	25,878,192.	21,099,094.	21,398,570.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	939,057.	939,057.	798,588.
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	58,441,465.	55,210,319.	58,698,929.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► X and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	58,441,465.	55,210,319.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	58,441,465.	55,210,319.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	58,441,465.	55,210,319.	

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	58,441,465.
2	Enter amount from Part I, line 27a	2	-3,231,146.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	55,210,319.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	55,210,319.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Stocks, bond, mutual funds, hedge funds, real estate and private equity	P	various	various
b	K-1 Partnership Income	P	various	various
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	37,231,135.		38,823,410.	-1,592,275.
b	0.		-157,772.	157,772.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-1,592,275.
b	0.	0.	0.	157,772.
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	-1,434,503.
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	-1,434,503.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	2,983,854.	57,568,286.	0.051832
2010	2,307,814.	55,519,452.	0.041568
2009	2,813,279.	48,993,401.	0.057422
2008	3,600,931.	60,639,792.	0.059382
2007	1,773,134.	28,852,029.	0.061456

2	**Total** of line 1, column (d)	2	0.271660
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	0.054332
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	57,342,777.
5	Multiply line 4 by line 3	5	3,115,548.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,273.
7	Add lines 5 and 6	7	3,127,821.
8	Enter qualifying distributions from Part XII, line 4	8	2,839,403.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	24,546.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	24,546.
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	24,546.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 28,675.		
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	28,675.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	4,129.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 4,129. Refunded ►		11	

Part VII-A — Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ ______ (2) On foundation managers ► $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI - Michigan			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► www.flinnfoundation.org

14 The books are in care of ► Andrea M. Cole, Executive Director and CEO Telephone no ► (313) 309-3436

Located at ► 333 W. Fort Street, Suite 1950 Detroit MI ZIP + 4 ► 48226-3167

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

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		X
	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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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)		2 b		X
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__				
3 a	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.)*		3 b		X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

5 a 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** X

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)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

7 a 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** X

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
Dr. Linda Hryhorczuk 333 W. Fort Street, Suite 1950 Detroit MI 48226	Trustee 1.00	0.	0.	0.
Lynn Carpenter 333 W. Fort Street, Suite 1950 Detroit MI 48226	Trustee 1.00	0.	0.	0.
Allen Ledyard 333 W. Fort Street, Suite 1950 Detroit MI 48226	Trustee 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		291,255.	40,791.	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
Arnita M. Thorpe 333 W. Fort Street, Suite 1950 Detroit MI 48226	Executive Assistant 40.00	62,731.	12,209.	0.

Total number of other employees paid over $50,000 ► 1

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
Dr. Michael Fauman 333 W. Fort Street, Suite 1950 Detroit MI 48226	Project Management for Foundation's MiMQIP Initiative to improve psychiatric medication treatment.	145,125.
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 The Foundation's MiMQIP Initiative is to introduce evidence-based clinical guidelines in community mental health. A web-based decision support system is being developed to improve medication treatment for major depression, schizophrenia and bipolar disorder.	181,779.
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 N/A	0.
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	None

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	57,032,295.
b	Average of monthly cash balances	1b	1,183,722.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	58,216,017.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	58,216,017.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	873,240.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,342,777.
6	**Minimum investment return.** Enter 5% of line 5	6	2,867,139.

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	2,867,139.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	24,546.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	24,546.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,842,593.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,842,593.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,842,593.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	2,839,403.
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	2,839,403.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,839,403.

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					2,842,593.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	0.				
b From 2008	0.				
c From 2009	0.				
d From 2010	0.				
e From 2011	715,470.				
f **Total** of lines 3a through e		715,470.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 2,839,403.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2012 distributable amount					2,127,123.
e Remaining amount distributed out of corpus		712,280.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		715,470.			715,470.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		712,280.			
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					
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)					
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		712,280.			
10 Analysis of line 9					
a Excess from 2008	0.				
b Excess from 2009	0.				
c Excess from 2010	0.				
d Excess from 2011	0.				
e Excess from 2012	712,280.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Andrea M. Cole, Executive Director and CEO
333 W. Fort Street, Suite 1950
Detroit MI 48226 (313) 309-3436

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

The Foundation accepts competitive proposals once a year through its on-line grant application system.

c Any submission deadlines

The Foundation announces RFPs annually in May, applications are accepted through July and grants awards are announced in September.

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

The Foundation awards grants to non-profits that deliver mental health care and and services in Michigan.

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 attached schedule n/a n/a MI 48226		.	.	2,215,037.
Total ► 3a				2,215,037.
b *Approved for future payment*				
Total ► 3b				

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	88.	
4 Dividends and interest from securities			14	1,417,583.	
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			15	49,649.	
8 Gain or (loss) from sales of assets other than inventory			18	-1,592,276.	0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-124,956.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -124,956.

(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)
N/A	

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

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

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

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

2 a 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) is based on all information of which preparer has any knowledge

[signature] 11-14-13 ▶ Executive Director, CEO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ ETHEL & JAMES FLINN FOUNDATION — Firm's EIN ▶

Firm's address ▶ 333 W FORT ST STE 1950
DETROIT MI 48226-3154 — Phone no

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2012

Name	Employer Identification Number
ETHEL AND JAMES FLINN FOUNDATION	38-2143122

Asset Information:

Description of Property: Stocks, bond, mutual funds
Date Acquired: various How Acquired: Purchased
Date Sold: various Name of Buyer: Ethel and James Flinn Foundation
Sales Price: 37,231,135. Cost or other basis (do not reduce by depreciation):
Sales Expense: 38,823,411. Valuation Method: Cost
Total Gain (Loss): -1,592,276. Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
MINING ROYALTIES	49,127.	49,127.	
MISC INCOME	522.	522.	
Total	49,649.	49,649.	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise Taxes	33,035.	0.		0.
Payroll Taxes	23,256.	7,129.		16,126.
Total	56,291.	7,129.		16,126.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] George A. Nicholson, III 333 W. Fort Street, Suite 1950 Detroit MI 48226	Trustee 1.00	0.	0.	0.
Person [X] Business [ ] Duane L. Tarnacki 333 W. Fort Street, Suite 1950 Detroit MI 48226	Trustee 1.00	0.	0.	0.
Person [X] Business [ ] Leonard W. Smith 333 W. Fort Street, Suite 1950 Detroit MI 48226	Board Chairman, C 40.00	110,554.	16,992.	0.
Person [X] Business [ ] Andrea M. Cole 333 W. Fort Street, Suite 1950 Detroit MI 48226	Executive Directo 40.00	180,701.	23,799.	0.
Total		291,255.	40,791.	0.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Clark Hill PLC	Legal Fees	13,115.	4,021.		9,094.
Total		13,115.	4,021.		9,094.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Plante Moran	Audit Fees	12,000.	3,679.		8,321.
Total		12,000.	3,679.		8,321.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Media Genesis	Website Development	500.	153.		347.
David Technologies	IT Consultant	13,377.	4,101.		9,276.
JP Morgan	Custodial Fees	14,510.	14,510.		
IPEX, Inc.	Investment Consultant	36,276.	36,276.		
Evelth Fee Office	Mining Mgmt. Fees	9,408.	9,408.		
Dr. Michael Fauman	MiMQIP Project Managem	145,124.			145,124.
Enlighten, Inc.	MiMQIP software develo	21,769.			21,769.
Afia, Inc.	IT consultant	1,268.			1,268.
Clark Hill	MiMQIP fees	13,618.			13,618.
Kristen Barry	Integrated Care Initia	25,000.			25,000.
Frederic Blow	Integrated Care Initia	25,000.			25,000.
Total		305,850.	64,448.		241,402.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK MUTUAL FUNDS	21,459,684.	24,044,500.
Total	21,459,684.	24,044,500.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME MUTUAL FUNDS	10,919,855.	11,664,642.
Total	10,919,855.	11,664,642.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
MULTI-ASSET MUTUAL FUNDS	6,779,747.	6,775,707.
HEDGE FUNDS	5,586,054.	6,269,566.
PRIVATE EQUITY FUNDS	3,284,677.	3,497,727.
HARD ASSETS	5,448,616.	4,855,570.
Total	21,099,094.	21,398,570.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
MINING AND GAS INTERESTS	939,057.	939,057.	798,588.
Total	939,057.	939,057.	798,588.

SCHEDULE OF REALIZED GAIN/LOSSES FOR 2012

Date	Fund Name	Proceeds	Cost Basis	Gain/Loss
1/1/12 to 12/31/12	Schwab Redemptions	31,976,974	33,298,422	(1,321,447)
1/1/12 to 12/31/12	JP Morgan Investor	1,043,411	888,394	155,017
1/1/12 to 12/31/12	JP Morgan Multi-Strat	400,000	390,884	9,116
1/1/12 to 12/31/12	TIFF Multi-Asset	1,339,487	1,492,277	(152,790)
1/1/12 to 12/31/12	Highbridge Cap Corp	845,120	808,235	36,884
1/1/12 to 12/31/12	Highbridge Multi-Strat	3,162	3,167	(5)
1/1/12 to 12/31/12	Commonfund Institute	1,566,241	1,942,032	(375,791)
1/1/12 to 12/31/12	Capital Gain Distributions	56,741		56,741
1/1/12 to 12/31/12	K-1 Partnership Income		(157,772)	157,772
	TOTAL GAIN/LOSS	**37,231,136**	**38,665,638**	**(1,434,503)**

Form 990-PF ETHEL AND JAMES FLINN FOUNDATION 38-2143122 Part IV Line 3

charles SCHWAB

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Accounts> History

Print in landscape for best results.

History

Transactions Statements & Reports **Realized Gain / Loss**

Trades made today will not appear until tomorrow
Cost Basis Calculator Rules & Assumptions

View Unrealized Gain/Loss

Select Date Range From To

Previous Calendar Year 01/01/2012 12/31/2012 Search

Reporting Period: 01/01/2012 to 12/31/2012

Proceeds	Cost Basis	Total Gain/Loss	Long Term Gain/Loss	Short Term Gain/Loss
$31,976,974.19	**$33,298,421.63**	**-$1,321,447.44 (-3.97%)**	**$0.00 (N/A)**	**-$1,321,447.44 (-3.97%)**

							Gain/Loss ($ | %)		
Symbol	▲ Name (Full | Short)	Closed Date	Quantity	Proceeds	Cost Basis		Total	Long Term	Short Term
ABEMX	ABERDEEN EMERGING MARKET	11/13/2012	5,299 462	$78,730 00	$71,225 56		+$7,504 44		+$7,504 44
BHYIX	BLACKROCK HIGH YIELD BD	11/13/2012	17,002 519	$134,980 00	$130,580 19		+$4,399 81		+$4,399 81
GTCSX	GLENMEDE SMALL CAP EQTY	11/13/2012	5,119 454	$90,000 00	$84,931 74		+$5,068 26		+$5,068 26
HAINX	HARBOR INTERNATIONAL FUN	11/13/2012	2,171 12	$126,730 00	$115,591 20		+$11,138 80		+$11,138 80
JCBUX	JPMORGAN CORE BOND R6	11/13/2012	14,790 468	$180,000 00	$161,344 62	E	+$18,655 38		+$18,655 38
JOCSX	JPMORGAN CREDIT OPPTY FD	06/26/2012	126,534 576	$1,295,694 06	$1,284,266 66	E	+$11,427 40		+$11,427 40
JEESX	JPMORGAN EMRG ECONOMIES	06/26/2012	108,482 62	$1,297,432 14	$1,581,038 17	E	-$283,606 03		-$283,606 03

JEMDX	JPMORGAN EMRG MKTS DEBT	06/26/2012	157,006 707	$1,314,126 14	$1,272,880 06	E	+$41,246 08	+$41,246 08
JMIEX	JPMORGAN EMRG MKTS EQTY	06/26/2012	88,376 995	$1,826,732 49	$1,800,146 57	E	+$26,585 92	+$26,585 92
HLEIX	JPMORGAN EQUITY INDEX SLCT	06/26/2012	76,060 681	$2,289,406 50	$2,349,195 80	E	-$59,789 30	-$59,789 30
JGNSX	JPMORGAN GLOBAL NATURAL	06/26/2012	129,757 717	$1,331,294 18	$2,034,326 02	E	-$703,031 84	-$703,031 84
OHYFX	JPMORGAN HIGH YIELD FD S	06/26/2012	270,140 143	$2,123,301 52	$2,130,553 61	E	-$7,252 09	-$7,252 09
HSKSX	JPMORGAN HIGHBRIDGE STAT	06/26/2012	83,571 833	$1,230,157 38	$1,338,181 44	E	-$108,024 06	-$108,024 06
VSIEX	JPMORGAN INTL EQTY SLCT	06/26/2012	170,273 715	$2,075,616 59	$2,288,248 05	E	-$212,631 46	-$212,631 46
JPIOX	JPMORGAN INTL OPPTY INST	06/26/2012	176,978 099	$2,035,228 14	$2,738,494 74	E	-$703,266 60	-$703,266 60
JIESX	JPMORGAN INTL VALUE SLCT	06/26/2012	176,684 446	$1,962,944 20	$2,404,885 81	E	-$441,941 61	-$441,941 61
HLQVX	JPMORGAN LARGE CAP VALUE	06/26/2012	215,963 558	$2,274,076 27	$2,453,000 00	E	-$178,923 73	-$178,923 73
JMRSX	JPMORGAN MID CAP CORE CL	06/26/2012	60,278 481	$1,000,000 00	$1,034,115 74	E	-$34,115 74	-$34,115 74
JMRSX	JPMORGAN MID CAP CORE CL	11/13/2012	3,186 559	$54,980 00	$54,667 45	E	+$312 55	+$312 55
JPMNX	JPMORGAN RESEARCH MARKET	06/26/2012	82,813 944	$1,196,641 49	$1,272,272 28	E	-$75,630 79	-$75,630 79
JISGX	JPMORGAN SMALL CAP GROWT	06/26/2012	102,589 768	$1,172,581 05	$1,012,688 68	E	+$159,892 37	+$159,892 37
PSOPX	JPMORGAN SMALL CAP VALUE	06/26/2012	63,520 672	$1,197,344 67	$1,025,661 99	E	+$171,682 68	+$171,682 68
JLPSX	JPMORGAN US LARGE CAP CO	06/26/2012	106,723 576	$2,208,090 79	$2,211,341 56	E	-$3,250 77	-$3,250 77
SUIEX	JPMORGAN US REAL ESTATE	06/26/2012	102,186 314	$1,802,546 58	$814,167 47		+$988,379 11	+$988,379 11

LSIIX	LOOMIS SAYLES INVESTMENT	11/13/2012	7,058 824	$89,980 00	$86,683 18	+$3,296 82	+$3,296 82
OAKMX	OAKMARK FUND	11/13/2012	2,802 574	$135,000 00	$124,910 72	+$10,089 28	+$10,089 28
PCRIX	PIMCO COMMODITY REAL RET	11/13/2012	9,926 471	$67,480 00	$65,714 11	+$1,765 89	+$1,765 89
PGAIX	PIMCO GLOBAL MULTI ASSET	11/13/2012	11,894 273	$134,980 00	$129,777 72	+$5,202 28	+$5,202 28
TGBAX	TEMPLETON GLOBAL BOND FU	11/13/2012	5,881 255	$78,730 00	$74,045 71	+$4,684 29	+$4,684 29
TFSCX	TEMPLETON INST FOREIGN S	11/13/2012	5,154 639	$89,980 00	$81,870 87	+$8,109 13	+$8,109 13
VFWAX	VANGUARD FTSE ALL WORLD	11/13/2012	4,813 9	$126,730 00	$117,219 25	+$9,510 75	+$9,510 75
VGSTX	VANGUARD STAR FUND	06/29/2012	25,368 848	$500,000 00	$510,934 61	-$10,934 61	-$10,934 61
VGSTX	VANGUARD STAR FUND	11/13/2012	12,530 652	$255,480 00	$252,370 30	+$3,109 70	+$3,109 70
VITSX	VANGUARD TOTAL STOCK MKT	11/13/2012	5,824 112	$199,980 00	$191,089 75	+$8,890 25	+$8,890 25

Total includes missing cost basis values for one or more lots

Data for this holding has been edited

Wash Sale activity has adjusted this cost For additional information, click here

The total Realized Gain/Loss for this account includes values for Short Positions held in the account For more information on summary totals when there are Short Positions, please see the Help Section

N/A Not Available

Values for fixed income securities have been adjusted for amortization/accretion, with the exception of variable rate and mortgage-backed securities or for accounts with this preference turned off

Total Cash represents income and expenses as they occur, it may be inconsistent with values shown elsewhere on Schwab com and on your monthly account statement

The Realized Gain/Loss page provides summary information of closed transactions Not all closed transactions appear on this page

Please view the Cost Basis Disclosure Statement for additional information on cost basis methods choices and how Schwab reports adjusted cost basis information to the IRS

Please note that gains and losses realized in retirement accounts are not recognized for tax purposes Rather, income may be recognized when you receive a cash distribution from these accounts Please contact your tax advisor for further information

The total Realized Gain/Loss for this account includes values for Short Positions held in the account For more information on summary totals when there are Short Positions, please see the Help Section

(0611-3926)

Brokerage Products: Not FDIC Insured • No Bank Guarantee • May Lose Value

Account XXXX-X918
Today's Date 09 39 AM ET, 10/07/2013

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WHO WE ARE

The Ethel and James Flinn Foundation is a Detroit, Michigan based mental health foundation established in 1976 by Ethel "Peggy" W. Flinn to remember her parents Ethel G. and James H. Flinn and her brother, James "Jim" H. Flinn, Jr. and to provide a means for family philanthropy.

MISSION

The Flinn Foundation is committed to improving the quality of life of children, adolescents and adults with mental illness by improving the quality, scope and delivery of mental health services in Southeast Michigan. The Foundation uses its resources through research to develop, evaluate and implement best practice treatment programs.

MAJOR GRANTMAKING INITIATIVES

Integrated Care - The goal of this Initiative is to advance the integration of mental health services into primary care settings throughout southeast Michigan (Wayne, Oakland, Macomb and Washtenaw counties). Primary care settings (health clinics, primary care providers, school based health clinics), are crucial for treating those with mild to moderate symptoms that, if treated effectively, can be prevented from developing into disabling mental illness or emotional disturbance. Three year implementation grants are awarded ranging from $125,000 to $150,000 annually.

Evidence-Based Practices and Programs - The goal of this program is to expand the availability of effective community-based treatment practices and programs relating to serious mental illness or emotional disturbance. Two year implementation grants ranging from $50,000 to $100,000 annually are awarded to implement and evaluate proven treatment practices and programs that improve the quality, scope and delivery of mental health services.

Grantmaking Opportunities The goal of this initiative is to fund a wide variety of grants to improve organizational capacity of mental health providers in Southeast Michigan, combat stigma, and support policy research and evaluation. One year grants ranging from $25,000 to $50,000 are awarded.

Michigan Medication Qualıty Improvement Program (MiMQIP) The goal of this initiative is to improve the quality of mental health services in Michigan through dissemination and adoption of evidence-based pharmacological treatment of schizophrenia, major depression, and bipolar disorder. Phase I of the initiative included planning, researching and conceptualizing evidence-based clinical practice guidelines. Phase II involved testing the guidelines in real world settings. Phase III introduces the guidelines developed as a web-based clinical decision support system and rebranded as MiMQIP and designed to help psychiatrists decrease excessive variability in medication treatment. The module is owned by the Foundation and will be provided royalty free to community mental health providers and users statewide.

ATTACHED IS THE FULL LIST OF GRANTS PAID DURING THE YEAR AS PART XV SUPPLEMENTARY INFORMATION

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
INTEGRATED CARE INITIATIVE: To integrate mental health care services into primary care clinics				
Adult Well-Being Services 1423 Field Street Detroit, MI 48214		Public Charity	To support an integrated health pilot to address health disparities in adults with severe mental illness living in adult foster care homes (third and final year, $80,000 grant)	30,000
Detroit Community Health Connection, Inc. 13901 East Jefferson Detroit, MI 48215		Public Charity	To integrate mental health services into Detroit's largest federally qualified health clinic DCHC operates five primary clinics that serve 25,000 individuals annually	100,000
Detroit Community Health Foundation 3663 Woodward, Fifth Floor Detroit, MI 48201		Public Charity	To sustain integration of mental health services within Sinai-Grace Hospital's primary care center which serves 3,400 patients annually.	100,000
Oakland Integrated Healthcare Network 461 W Huron Street, Suite 103 Pontiac, MI 48341		Public Charity	To integrate physical and mental healthcare as well as dental and pharmacy services to vulnerable populations throughout Oakland County.	100,000
Western Wayne Family Health Centers 2500 Hamlin Road Inkster, MI 48141		Public Charity	To integrate mental health care and treatment into the clinic that will serve over 3,000 children and adults (third and final year, $375,000 grant).	125,000
EVIDENCE-BASED PRACTICES AND PROGRAMS: To implement best practice mental health treatment programs				
Adult Well-Being Services 1423 Field Street Detroit, MI 48214		Public Charity	To implement Integrated Dual Disorder Treatment program for consumers with substance abuse and mental disorders (second and final year, $200,000 grant).	100,000
Detroit Central City CMH 10 Peterboro Detroit, MI 48201-2722		Public Charity	To implement the Trauma Recovery and Empowerment Model (TREM) to engage adolescents in mental health treatment (second and final year, $200,000 grant).	100,000

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
EVIDENCE-BASED PRACTICES AND PROGRAMS (Cont): To implement best practice mental health treatment programs				
Detroit Health Care For The Homeless Inc. 15400 W. McNichols Detroit, MI 48235-3724		Public Charity	To develop an integrated care delivery model in two Detroit health clinics in partnership with a community mental health provider (second and final year, $100,000 grant).	50,000
Easter Seals-Michigan, Inc. 2387 E. Walton Boulevard Auburn Hills, MI 48326		Public Charity	To develop a Southeastern Michigan Trauma Assessment Center to address the needs of children experiencing behavioral health issues (second and final year, $150,000 grant).	75,000
Michigan Dept. of Community Health Lewis Cass Building - 5th Fl. 320 S. Walnut Street Lansing, MI 48913		Public Charity	To implement Screening Kids in Primary Care Plus (SKIPP) - a standardized mental health screening, assessment, treatment and follow-up process for children in Wayne County who are placed in foster care (second and final year, $400,000 grant).	200,000
Michigan State University 301 Administration Building East Lansing, MI 48824-1046		Public Charity	To train a network of licensed mental health professionals to serve Military families that live in underserved, rural areas of Michigan (second and final year, $200,000 grant)	100,000
Neighborhood Service Organization 882 Oakman Blvd., Suite C Detroit, MI 4823848226-1400		Public Charity	To implement "Illness Management and Recovery" in a supportive housing setting for residents with severe mental illness (second and final, $100,000 grant)	50,000
Regents of the University of Michigan 3003 South State Sreet Suite 9000 Ann Arbor, MI 48109-1288		Public Charity	To pilot modified sleep program for adolescents with depression as an alternative to medication treatment (second and final year, $170,000 grant).	85,000
Regents of the University of Michigan 3003 South State Sreet Suite 9000 Ann Arbor, MI 48109-1288		Public Charity	To expand Military Support Programs and Networks (M-SPAN) that target spouses/partners of active military members (second and final year, $190,000 grant).	95,000

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
EVIDENCE-BASED PRACTICES AND PROGRAMS (Cont):				
Regents of the University of Michigan 3003 South State Sreet Suite 9000 Ann Arbor, MI 48109-1288		Public Charity	To design and implement a telepsychiatry model for urban primary care settings serving Medicaid-eligible youth in southeast Michigan (second and final year, $200,000 grant).	100,000
Southwest Counseling Solutions 1700 Waterman Detroit, MI 48209		Public Charity	To implement wellness programming to address blood pressure and high cholesterol for consumers with severe mental illness (second and final year, $200,000 grant).	100,000
Starfish Family Services, Inc. 30000 Hiveley Inkster, MI 48141-1089		Public Charity	To implement Parent Child Interaction Therapy for children ages 3 to 6 who have been diagnosed with severe emotional disturbance (second and final year, $150,000 grant).	75,000
Starr Commonwealth 13725 Starr Commonwealth Road Albion, MI 49224-9525		Public Charity	To evaluate the effectiveness of trauma intervention program for adjudicated and at-risk adolescents ages 13 to 17 (second and final year, $100,000 grant)	50,000
Training and Treatment Innovations, Inc. 1450 S. Lapeer Road Oxford, MI 48371		Public Charity	To implement trauma-informed treatment approaches throughout behavioral health programming (second and final year, $100,000 grant).	50,000
Wayne State University 640 Temple, Suite 750 Detroit, MI 48201		Public Charity	To implement motivational interviewing to engage homeless population residing in midtown Detroit (second and final year, $195,000 grant).	95,000
Wayne State University 640 Temple, Suite 750 Detroit, MI 48201		Public Charity	To support the "Detroit Baby Court" which bring the courts, child welfare and community mental health together to provide mental health services to young mothers ages 15-25 at risk of losing custody of their young children (second and final year, $190,000 grant)	95,000

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
GRANTMAKING OPPORTUNITIES: A wide variety of one-year grants to improve organizational capacity and mental health service delivery				
Covenant Community Care, Inc. 559 West Grand Boulevard Detroit, MI 48216-2200		Public Charity	To implement an integrated primary and behavioral healthcare model at the southwest Detroit site.	50,000
Covenant Community Care, Inc. 559 West Grand Boulevard Detroit, MI 48216-2200		Public Charity	To support a new Community Health Clinic on Detroit's eastside that will expand access to comprehensive health to over 5,000 patients annually.	50,000
Detroit Central City CMH 10 Peterboro Detroit, MI 48201-2722		Public Charity	To build capacity of clinical staff to implement integrated care model effectively to consumers.	50,000
Development Centers, Inc. 17421 Telegraph Detroit, MI 48219-3165		Public Charity	To provide integrated care service models which are effective and sustainable through Medicaid reimbursement	50,000
Mariners Inn 445 Ledyard Detroit, MI 48201-2641		Public Charity	To implement mental health treatment into its service delivery system	41,000
Mental Health Association in Michigan 30233 Southfield Road, Suite 220 Southfield, MI 48076-1363		Public Charity	To address the funding priority of policy research and evaluation to improve delivery of mental health services.	40,000
Mental Health Association in Michigan 30233 Southfield Road, Suite 220 Southfield, MI 48076-1363		Public Charity	To conduct a study to determine level of uniformity and standardization of practice across public mental health delivery system	10,000
Michigan Public Health Institute 2438 Woodlake Circle Suite 200 Okemos, MI 48864		Public Charity	To provide grant-writing assistance, in partnership with Grantmakers in Health, to the Michigan Dept of Community Health to compete for federal grants to develop a new service delivery and payment model that integrates care, lowers cost and improves health outcomes	15,000

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
GRANTMAKING OPPORTUNITIES (Cont): A wide variety of one-year grants to improve organizational capacity and mental health service delivery				
Michigan State University 301 Administration Building East Lansing, MI 48824-1046		Public Charity	To measure the long-term impact of the pilot Wayne County mental health court	50,000
NAMI Michigan 921 N Washington Ave Lansing, MI 48906-5137		Public Charity	To provide general operating support to state advocacy organization that supports children and their family involvement in care, treatment and	10,000
Regents of the University of Michigan 4250 Plymouth Road Ann Arbor, MI 48105		Public Charity	To support the Heinz C Prechter Bipolar Research Fund in accelerating and translating research to diagnose and treat depression and bipolar disorder	1,000
TRUSTEE AND EMPLOYEE MATCHING GIFTS				30,200
MEMBERSHIP DUES:				
Council of Michigan Foundation P.O. Box 599 Grand Haven, MI 49417		Public Charity	Annual Membership Dues	6,300
Grantmakers In Health 1100 Connecticut Avenue Washington, D.C		Public Charity	Annual Membership Dues	2,500
Mental Health Association in Michigan 30233 Southfield Road, Suite 220 Southfield, MI 48076-1363		Public Charity	Annual Membership Dues	1,250
Michigan Association for Children with Emotional Disturbance 30233 Southfield Road, Suite 219 Southfield, MI 48076		Public Charity	Annual Membership Dues	100

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
MEMBERSHIP DUES (Cont):				
NAMI 2107 Wilson Blvd Arlington, VA 22201		Public Charity	Annual Membership Dues	250
NARSAD Research 60 Cutter Mill Road Great Neck, NY 11021		Public Charity	Annual Membership Dues	200
RETURNED GRANT FUNDS:				(67,763)
TOTAL GRANTS				$2,215,037