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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 VAUGHAN FOUNDATION C/O ERIK H SERR MILLER CANFIELD		A Employer identification number 38-3355160	
Number and street (or P O box number if mail is not delivered to street address) 101 N MAIN STREET 7TH FLOOR		Room/suite	B Telephone number (see instructions) (734) 663-2445
City or town, state, and ZIP code ANN ARBOR, MI 48104		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 13,971,961		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ☐ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	82,093			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	125	125		
	4 Dividends and interest from securities.	349,840	348,379		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,818,912			
	b Gross sales price for all assets on line 6a _____ 2,180,498				
	7 Capital gain net income (from Part IV , line 2)		1,818,912		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,250,970	2,167,416		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	4,561	4,561		
	b Accounting fees (attach schedule)	2,585	2,585		
	c Other professional fees (attach schedule)				
	17 Interest	63	63		
	18 Taxes (attach schedule) (see instructions)	64,924	331		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20	20		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	72,153	7,560		0
	25 Contributions, gifts, grants paid	828,000			828,000
	26 Total expenses and disbursements. Add lines 24 and 25	900,153	7,560		828,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,350,817			
	b Net investment income (if negative, enter -0-)		2,159,856		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		392,507	392,507
	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)	2,916,349	4,130,744	13,579,454
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,916,349	4,523,251	13,971,961

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 ▶ _____)	26,538	282,623	
	23	Total liabilities (add lines 17 through 22)	26,538	282,623	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,889,811	4,240,628	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,889,811	4,240,628	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,916,349	4,523,251	

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	2,889,811
2	Enter amount from Part I, line 27a	2	1,350,817
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,240,628
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	4,240,628

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			(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	
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	1,818,912
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	713,000	11,613,188	0 061396
2010	591,956	9,374,886	0 063143
2009	547,004	7,808,064	0 070056
2008	495,169	8,718,189	0 056797
2007	477,133	8,448,350	0 056476

2	Total of line 1, column (d).	2	0 307868
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 061574
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	12,242,181
5	Multiply line 4 by line 3.	5	753,800
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	21,599
7	Add lines 5 and 6.	7	775,399
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	828,000

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	21,599
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	21,599
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	21,599
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	40,140	
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	40,140
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	18,541
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 18,541	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	Yes	

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 ▶ERIK H SERR Telephone no ▶(734) 663-2445 Located at ▶101 N MAIN ST 7TH FLOOR ANN ARBOR MI ZIP +4 ▶48104			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

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

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

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

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

2

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

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

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

Part VIII

[illegible]

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		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Form **990-PF** (2012)

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	236,777
b	Average of monthly cash balances.	1b	12,191,833
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	12,428,610
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	12,428,610
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	186,429
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,242,181
6	Minimum investment return. Enter 5% of line 5.	6	612,109

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	612,109
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	21,599
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,599
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	590,510
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	590,510
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	590,510

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	828,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	828,000
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	21,599
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	806,401
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				590,510
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007.				60,449
b	From 2008.				68,922
c	From 2009.				162,593
d	From 2010.				139,300
e	From 2011.				164,874
f	Total of lines 3a through e.	596,138			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 828,000				
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.				590,510
e	Remaining amount distributed out of corpus	237,490			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	833,628			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
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). . .	60,449			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	773,179			
10	Analysis of line 9				
a	Excess from 2008. . . .				68,922
b	Excess from 2009. . . .				162,593
c	Excess from 2010. . . .				139,300
d	Excess from 2011. . . .				164,874
e	Excess from 2012. . . .				237,490

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

CHRISTINE HOLMES

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	828,000
b Approved for future payment				
Total			3b	

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	125	
4	Dividends and interest from securities. . . .			14	349,840	
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			14	1,818,912	
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). .				2,168,877	
13	Total. Add line 12, columns (b), (d), and (e).					2,168,877

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash.	1a(1)	No
(2)	Other assets.	1a(2)	No
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2)	Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3)	Rental of facilities, equipment, or other assets.	1b(3)	No
(4)	Reimbursement arrangements.	1b(4)	No
(5)	Loans or loan guarantees.	1b(5)	No
(6)	Performance of services or membership or fundraising solicitations.	1b(6)	No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

*****	2013-05-01	*****
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
	ROBERT M SMITH	ROBERT M SMITH	2013-05-02		
	Firm's name ☐	BOND & COMPANY PLC 113 WEST MICHIGAN AVENUE SUITE 301		Firm's EIN ☐	
	Firm's address ☐	JACKSON, MI 49201		Phone no (517) 789-8900	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization VAUGHAN FOUNDATION C/O ERIK H SERR MILLER CANFIELD	Employer identification number 38-3355160
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> 1 </u>	CHRISTINE HOLMES TRUST C/O ERIK SERR MILLER CANFIELD 101 N MAIN STREET 7TH FLOOR ANN ARBOR, MI 48104 	\$ <u> 82,093 </u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization VAUGHAN FOUNDATION C/O ERIK H SERR MILLER CANFIELD	Employer identification number 38-3355160
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Part II	Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

Name of organization VAUGHAN FOUNDATION C/O ERIK H SERR MILLER CANFIELD	Employer identification number 38-3355160
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Part III

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

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

Use duplicate copies of Part III if additional space is needed

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

Additional Data

Software ID:
Software Version:
EIN: 38-3355160
Name: VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	4000 SHARES COCA-COLA COMPANY	\$ <u>150,560</u>	<u>2012-12-12</u>

TY 2012 Accounting Fees Schedule**Name:** VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,585	2,585		

TY 2012 Compensation Explanation

Name: VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Person Name	Explanation
CHRISTINE HOLMES	
CHRISTINE HOLMES	
ERIK E SERR	
CHRISTINE HOLMES	
JEANNE N DRAPER	
ERIK H SERR	

TY 2012 Investments Corporate
Stock Schedule

Name: VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD
EIN: 38-3355160

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN MOVIL	13,412	138,840
ARCHER DANIELS MIDLAND		
AT & T WIRELESS	275,538	1,280,980
BAXTER INTL INC	11,588	66,660
BP PLC SPONS ADR		
CENTURY LINK INC		
CHEVRON	22,983	255,643
COCA-COLA FEMSA	31,287	745,200
COCA COLA	34,985	659,750
EXPRESS SCRIPTS	4,017	42,120
DOW CHEMICAL CO	44,562	129,318
DUN & BRADSTREET	4,736	39,325
EXXON MOBIL	49,396	1,211,700
FORD MOTOR	78,889	271,950
HOSPIRA INC	10,278	68,728
INTERNATIONAL PAPER	6,633	17,808
MICROSOFT CORP	36,189	53,419
MOODYS	15,281	100,640
MORGAN STANLEY & CO	32,291	81,298
ORACLE CORPORATION	30,195	66,640
PEPSICO	23,339	270,983
PLUM CREEK TIMBER CO	46,999	240,707
ROCKWELL AUTOMATION	3,679	268,768
ROCKWELL COLLINS, INC.	5,597	186,144
TECO ENERGY	21,618	33,520
TEXTRON CORP	3,536	118,992
VERIZON COMMUNICATIONS	216,940	640,396
VODAPHONE GROUP PLC	6,012	46,501
YUM BRANDS	13,357	730,400
ZIMMER HOLDINGS	5,954	53,328

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	43,846	371,400
MEDCO HEALTH SOLUTIONS		
SMUCKER J M CO NEW	1,448	20,698
PROCTER & GAMBLE CO	88,083	1,075,513
WEYERHAEUSER CO	203,436	309,275
BERKSHIRE HATHAWAY INC CL A	80,782	804,360
BERKSHIRE HATHAWAY INC SERIES B	8,398	83,780
FRONTIER COMMUNICATIONS		
APPLE INC	5,625	266,087
VANGUARD HEALTH	179,738	215,010
VANGUARD INFORMATION	511,985	552,880
VANGUARD MATERIALS	343,862	378,945
VANGUARD REIT	112,376	131,600
VANGUARD UTILITIES	295,205	301,200
FRANKLIN INCOME FUND	325,126	335,502
TEMPLETON GLOBAL BOND FUND	351,280	358,600
BOEING CO	6,515	20,196
SECTOR SPDR TR	285,497	288,500
MUTUAL SERIES FD INC	108,717	105,850
EATON VANCE TAX MANAGED	129,505	140,300
OTHER	29	

TY 2012 Legal Fees Schedule**Name:** VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	4,561	4,561		

TY 2012 Other Expenses Schedule

Name: VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD
EIN: 38-3355160

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
	20	20		

TY 2012 Other Liabilities Schedule**Name:** VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN ACCOUNT PAYABLE	21,538	282,623
CASH OVERDRAFT	5,000	

TY 2012 Substantial Contributors Schedule

Name: VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Name	Address
CHRISTINE HOLMES TRUST	101 N MAIN ST SEVENTH FLOOR 101 N MAIN ST SEVENTH FLOOR ANN ARBOR, MI 48104

TY 2012 Taxes Schedule**Name:** VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	64,593			
FOREIGN TAXES	331	331		

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)
CHEVRON CORPORATION	D	1982-01-11	2012-07-20
PROCTER & GAMBLE	D	1985-08-09	2012-01-05
COCA-COLA COMPANY	D	1984-08-07	2012-12-14
WEYERHAUSER CO	P	2011-01-01	2012-01-05
KELLOGG COMPANY	D	1993-06-01	2012-12-14
YUM BRANDS INC	P	1991-06-14	2012-12-17
PEPSICO INCORPORATED	D	1991-06-14	2012-12-14
PROCTER & GAMBLE CO	D	1985-08-09	2012-12-14
CENTURYLINK INC	D	2011-01-14	2012-11-20
PEPSICO INCORPORATED	D	1991-06-14	2012-12-21
ARCHER DANIELS MIDLAND	P	1994-10-05	2012-08-01
AT&T INC	D	1991-06-14	2012-12-14
BP PLC SPONS ADR	P	2011-01-01	2012-07-30
COCA-COLA	P	1995-03-31	2012-11-20
EXPRESS SCRIPTS	P	2011-01-01	2012-04-03
EXXON MOBIL CORP	P	1991-06-14	2012-01-10
FRONTIER COMMUNICATIONS	P	1991-06-14	2012-01-05
MEDCO HEALTH SOLUTIONS	P	1993-01-29	2012-04-03

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)
217,590		19,189	198,401
355,907		19,289	336,618
150,004		9,162	140,842
20,720		44,626	-23,906
38,393		18,459	19,934
75,608		1,345	74,263
165,214		15,077	150,137
104,919		5,413	99,506
94,559		68,089	26,470
69,412		4,890	64,522
26,791		12,807	13,984
233,553		78,574	154,979
82,271		24,635	57,636
130,965		6,257	124,708
48		4	44
342,455		19,149	323,306
17,780		14,621	3,159
27,763			27,763

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	
			198,401
			336,618
			140,842
			-23,906
			19,934
			74,263
			150,137
			99,506
			26,470
			64,522
			13,984
			154,979
			57,636
			124,708
			44
			323,306
			3,159
			27,763

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTINE HOLMES 	PRESIDENT 2 00	0	0	0
101 N MAIN ST 7TH FLOOR 101 N MAIN ST 7TH FLOOR ANN ARBOR,MI 48104				
CHRISTINE HOLMES 	TREASURER 2 00	0	0	0
101 N MAIN ST 7TH FLOOR 101 N MAIN ST 7TH FLOOR ANN ARBOR,MI 48104				
ERIK E SERR 	SECRETARY 2 00	0	0	0
101 N MAIN ST 7TH FLOOR 101 N MAIN ST 7TH FLOOR ANN ARBOR,MI 48104				
CHRISTINE HOLMES 	DIRECTOR 2 00	0	0	0
101 N MAIN ST 7TH FLOOR 101 N MAIN ST 7TH FLOOR ANN ARBOR,MI 48104				
JEANNE N DRAPER 	DIRECTOR 2 00	0	0	0
101 N MAIN STREET 7TH FLOOR 101 N MAIN STREET 7TH FLOOR ANN ARBOR,MI 48104				
ERIK H SERR 	DIRECTOR 2 00	0	0	0
101 N MAIN STREET 7TH FLOOR 101 N MAIN STREET 7TH FLOOR ANN ARBOR,MI 48104				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANN ARBOR HANDS ON MUSEUM ANN ARBOR HANDS ON MUSEUM 220 E ANN STREET 202 E ANN STREET ANN ARBOR,MI 48104	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	20,000
ANN ARBOR TEEN CENTER ANN ARBOR TEEN CENTER 637 S MAIN STREET 637 S MAIN STREET ANN ARBOR,MI 48104	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	20,000
DOMESTIC VIOLENCE PROJECT DOMESTIC VIOLENCE PROJECT 720 19TH ST SE 720 19TH ST SE CANTON,MI 48188	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	30,000
FOOD GATHERERS FOOD GATHERERS 1 CARROT WAY WAY 1 CARROT WAY ANN ARBOR,MI 48105	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	25,000
GREAT LAKES RABBITS SANCT GREAT LAKES RABBITS SANCTUARY PO BOX 7 PO BOX 7 WHITTAKER,MI 48190	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	25,000
HORSES HAVEN HORSE HAVEN 8257 N LATSON ROAD ROAD 8257 N LATSON ROAD HOWELL,MI 48855	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	60,000
HUMANE SOCIETY OF HURON V HUMANE SOCIETY OF HURON VALLEY 3100 CHERRYHILLD ROAD ROAD 3100 CHERRYHILL ROAD ANN ARBOR,MI 48105	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	55,000
LEADER DOGS FOR THE BLIND LEADER DOGS FOR THE BLIND 1039 S ROCHESTER ROAD 1039 S ROCHESTER RD ROCHESTER,MI 48307	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	20,000
MICHIGAN FRIENDS CENTER MICHIGAN FRIENDS CENTER INC 7748 CLARKLAKE ROAD 7748 CLARKLAKE ROAD CHELSEA,MI 48118	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	4,000
MICHIGAN THEATRE FOUNDATI MICHIGAN THEATRE FOUNDATION INC 603 E LIBERTY 603 E LIBERTY ANN ARBOR,MI 48108	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	35,000
PAWS WITH A CAUSE PAWS WITH A CAUSE 2660 AUBURN ROAD ROAD 2660 AUBURN ROAD AUBURN HILLS,MI 48326	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	15,000
PEACE NEIGHBORHOOD CENTER PEACE NEIGHBORHOOD 1111 N MAPLE ROAD ROAD 1111 N MAPLE ROAD ANN ARBOR,MI 48103	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	45,000
RONALD MCDONALD HOUSE RONALD MCDONALD HOUSE 1600 WASHINGTON HEIGHTS 1600 WASHINGTON HEIGHTS ANN ARBOR,MI 48104	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	15,000
ST LOUIS CENTER FOR EXCE ST LOUIS CENTER FOR EXCEPTION 16195 OLD US 12 16195 OLD US 12 CHELSEA,MI 48118	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	30,000
SHELTER ASSOCIATION OF WA SHELTER ASSOCIATON OF WASHTENAW PO BOX 7370 PO BOX 7370 ANN ARBOR,MI 48107	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	50,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY MUSICAL SOCIET UNIVERSITY MUSICAL SOCIETY BURTON TOWER BURTON TOWER ANN ARBOR,MI 48103	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	25,000
WASHTENAW LITERCY WASHTENAW LITERACY 1100 N MAIN STREET SUIT 1100 NMAIN STREET ANN ARBOR,MI 48104	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	35,000
RECYCLE ANN ARBOR RECYCLE ANN ARBOR 2950 E ELLSWORTH ROAD 2950 E ELLSWORTH ANN ARBOR,MI 48108	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	7,000
ELES PLACE ELES PLACE 1145 W OAKLAND AVE 1145 W OAKLAND AVENUE LANSING,MI 48915	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	5,000
TRAIL'S END WILDLIFE REFU TRAIL'S END WILDLIFE REFUGE INC 3974 N CARDINAL CREST 3794 N CARDINAL CREST MARTINSVILLE,IN 46151	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	10,000
UMRC HERITAGE FOUNDATION UMRC HERITAGE FOUNDATION 805 W MIDDLE ST 4 805 W MIDDLE ST 4 CHELSEA,MI 48118	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	50,000
THERAPEUTIC RIDING INC THERAPEUTIC RIDING INC 4715 E JOY ROAD 4715 E JOY ROAD ANN ARBOR,MI 48105	NONE		USED CONSISTENT W 501(C) (3) STATUS	25,000
PACKARD HEALTH CENTER PACKARD HEALTH CENTER 3174 PACKARD ROAD 3174 PACKARD ROAD ANN ARBOR,MI 48108	NONE		USED CONSISTENT W 501(C) (3) STATUS	30,000
CASCADES HUMANE SOCIETY CASCADES HUMANE SOCIETY 1515 CARMEN DRIVE 1515 CARMEN DRIVE JACKSON,MI 49202	NONE		USED CONSISTENT W/501(C) (3) STATUS	20,000
COMM ALLIANCE TO NETWORK COMM ALLIANCE TO NETWORK THORO COMMERCE TOWNSHIP COMMERCE TOWNSHIP COMMERCE TOWNSHIP,MI 48390	NONE		USED CONSISTENT W/501(C) (3) STATUS	15,000
CHEBOYGAN COUNTY HUMANE SOCIETY CHEBOYGAN COUNTY HUMANE SOCIETY 1536 E HACKLEBURG ROAD 1536 E HACKLEBURG ROAD CHEBOYGAN,MI 49721	NONE		USED CONSISTENT W/501(C) (3) STATUS	15,000
LEGACY LAND CONSERVANCY LEGACY LAND CONSERVANCY 1100 NORTH MAIN STREET 1100 NORTH MAIN STREET ANN ARBOR,MI 48104	NONE		USED CONSISTENT W/501(C) (3) STATUS	10,000
ST JOSEPH MERCY HEALTH SYSTEM ST JOSEPH MERCY HEALTH SYSTEM 5305 E HURON RIVER DR 5305 E HURON RIVER DR ANN ARBOR,MI 48106	NONE		USED CONSISTENT W/501(C) (3) STATUS	100,000
THE HEAT & WARMTH FUND THE HEAT & WARMTH FUND 607 SHELBY ST STE 400 607 SHELBY ST STE 400 DETROIT,MI 48226	NONE		USED CONSISTENT W/501(C) (3) STATUS	32,000
Total ▶ 3a				828,000