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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation HELPPIE FAMILY CHARITABLE FOUNDATION		A Employer identification number 38-3374687
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 607		B Telephone number (248) 386-8300
City or town, state, and ZIP code BLOOMFIELD HILLS, MI 48303		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,958,686. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		3,439.	2,182.		STATEMENT 1
4 Dividends and interest from securities		84,738.	84,738.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		233,332.			
b Gross sales price for all assets on line 6a 2,590,259.					
7 Capital gain net income (from Part IV, line 2)			233,332.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<965.>	<3.>		STATEMENT 3
12 Total. Add lines 1 through 11		320,544.	320,249.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		3,000.	1,500.		1,500.
c Other professional fees STMT 5		21,571.	21,571.		0.
17 Interest		14.	14.		0.
18 Taxes STMT 6		3,987.	87.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		28,572.	23,172.		1,500.
25 Contributions, gifts, grants paid		462,490.			462,490.
26 Total expenses and disbursements. Add lines 24 and 25		491,062.	23,172.		463,990.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<170,518.>			
b Net investment income (if negative, enter -0-)			297,077.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		481,755.	99,206.	99,206.
	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				
	7	Other notes and loans receivable ▶				
		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				
	b	Investments - corporate stock STMT 8		1,484,035.	1,259,635.	1,259,635.
	c	Investments - corporate bonds STMT 9		1,073,680.	1,249,682.	1,249,682.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		143,903.	350,163.	350,163.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		3,183,373.	2,958,686.	2,958,686.	
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		3,183,373.	2,958,686.	
30	Total net assets or fund balances		3,183,373.	2,958,686.		
31	Total liabilities and net assets/fund balances		3,183,373.	2,958,686.		

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	3,183,373.
2	Enter amount from Part I, line 27a	2	<170,518.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	128,726.
4	Add lines 1, 2, and 3	4	3,141,581.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	182,895.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,958,686.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 2,590,259.		2,356,927.	233,332.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			233,332.

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	233,332.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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 (col. (b) divided by col. (c))
2011	508,970.	3,463,291.	.146961
2010	453,776.	3,710,656.	.122290
2009	552,873.	3,783,243.	.146137
2008	488,190.	5,277,771.	.092499
2007	607,079.	6,383,929.	.095095

2 Total of line 1, column (d)	2	.602982
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	.120596
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,077,407.
5 Multiply line 4 by line 3	5	371,123.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,971.
7 Add lines 5 and 6	7	374,094.
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	463,990.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,971.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,971.
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	2,971.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,468.
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	3,468.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	497.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 497. Refunded <input type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		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 ▶ N/A				
14	The books are in care of ▶ MICHELE DEAN Telephone no. ▶ 248-593-9371			
Located at ▶ P.O. BOX 607, BLOOMFIELD HILLS, MI ZIP+4 ▶ 48303				
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	N/A	
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> N/A	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. <input type="checkbox"/> N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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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)?

☐ 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)?

N/A

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?

N/A

☐ 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

6b

X

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

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

7b

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

N/A

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.

(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
RICHARD D. HELPPIE, JR. P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
LESLIE S. HELPPIE P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
SUSAN M. SYNOR P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	SECR/TREAS/DIRECTOR 0.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,972,069.
b	Average of monthly cash balances	1b	152,202.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,124,271.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,124,271.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,864.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,077,407.
6	Minimum investment return. Enter 5% of line 5	6	153,870.

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	153,870.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,971.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,971.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	150,899.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	150,899.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	150,899.

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	463,990.
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	463,990.
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	5	2,971.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	461,019.

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.

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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				150,899.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	303,975.			
b From 2008	227,023.			
c From 2009	365,565.			
d From 2010	270,489.			
e From 2011	338,935.			
f Total of lines 3a through e	1,505,987.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	463,990.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				150,899.
e Remaining amount distributed out of corpus	313,091.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,819,078.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	303,975.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,515,103.			
10 Analysis of line 9:				
a Excess from 2008	227,023.			
b Excess from 2009	365,565.			
c Excess from 2010	270,489.			
d Excess from 2011	338,935.			
e Excess from 2012	313,091.			

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)

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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

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).)

RICHARD D. HELPPIE, JR.

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:

SEE STATEMENT 11

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				
AAA CENTER FOR PREGNANCY COUNSELING 6510 SORENSEN PKWY OMAHA, NE 68152	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
AGING AT HOME 111 WEST JOHN STREET, SUITE 205 SEATTLE, WA 98119	N/A	PUBLIC CHARITY	HOME HEALTH RESOURCES FOR SENIORS AND FAMILY CAREGIVERS	2,316.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVENUE, FL. 17 CHICAGO, IL 60601	N/A	PUBLIC CHARITY	SUPPORT FOR PEOPLE WITH AND TO FIND A CURE FOR ALZHEIMERS DISEASE	200.
AMERICAN CANCER SOCIETY 20450 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076	N/A	PUBLIC CHARITY	RESEARCH	200.
AMERICAN DIABETES ASSOCIATION 1701 N. BEAUREGARD ST ALEXANDRIA, VA 22311	N/A	PUBLIC CHARITY	RESEARCH	500.
Total	SEE CONTINUATION SHEET(S)			462,490.
b Approved for future payment				
NONE				
Total				0.

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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | 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. | | |

[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
N/A		

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.

Sign Here

11/8/13
PRESIDENT

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> If self-employed	PTIN
	LYNNE M. HUISMANN	<i>Lynne M. Huismann</i>	NOV 04	2013	P00053811
	Firm's name ▶ PLANTE & MORAN, PLLC			Firm's EIN ▶ 38-1357951	
	Firm's address ▶ 2601 CAMBRIDGE CT., SUITE 500 AUBURN HILLS, MI 48326			Phone no. 248-375-7100	

HELPPIE FAMILY CHARITABLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
38-3374687 PAGE 1 OF 1**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	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	KINDER MORGAN ENERGY PARTNERS, L.P.	P		
d	KINDER MORGAN ENERGY PARTNERS, L.P.	P		
e	KINDER MORGAN ENERGY PARTNERS, L.P.	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	100,000.	85,451.	14,549.
b	2,312,170.	2,181,998.	130,172.
c	127,614.	89,440.	38,174.
d	39,690.		39,690.
e		38.	<38.>
f	10,785.		10,785.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			14,549.
b			130,172.
c			38,174.
d			39,690.
e			<38.>
f			10,785.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	233,332.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

HELPPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
AMERICAN LUNG ASSOCIATION 25900 GREENFIELD RD OAK PARK, MI 48237	N/A	PUBLIC CHARITY	RESEARCH	150.
ANGELA HOSPICE 14100 NEWBURGH ROAD LIVONIA, MI 48154	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	250.
AUTISM SPEAKS 1 EAST 33RD STREET, 4TH FLOOR NEW YORK, NY 10016	N/A	PUBLIC CHARITY	CHILD HEALTH ADVOCACY	500.
BIG HORN BAM LAUNCH PARTY 255 PALOWET DRIVE PALM DESERT, CA 92260	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,000.
BIG HORN CHARITIES 255 PALOWET DRIVE PALM DESERT, CA 92260	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	4,000.
CANYONLAND FIELD INSTITUTE PO BOX 68 MOAB, UT 84532	N/A	PUBLIC CHARITY	ENVIRONMENTAL PROTECTION	1,200.
CHAMPIONS OF WAYNE 4100 WOODWARD AVE BLOOMFIELD HILLS, MI 48304	N/A	PUBLIC CHARITY	TO SUPPORT THE STUDENTS OF WAYNE MEMORIAL HIGH SCHOOL	130,000.
CHILDREN'S HOSPITAL OF COLORADO 13123 E. 16TH AVE, BOX 045 AURORA, CO 80045	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	12,000.
CHILDREN'S LEUKEMIA FOUNDATION 5455 CORPORATE DRIVE, SUITE 306 TROY, MI 48098	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	250.
COALITION ON TEMPORARY SHELTER 26 PETERBORO DETROIT, MI 48201	N/A	PUBLIC CHARITY	ASSISTANCE TO INDIGENT FAMILIES	250.
Total from continuation sheets				458,774.

HELPPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COLLEGE OF THE DESERT FOUNDATION 43-500 MONTEREY AVE PALM DESERT, CA 92260	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,000.
CORNERSTONE SCHOOL 6861 E. NEVADA DETROIT, MI 48234	N/A	PUBLIC CHARITY	VISION OF EXCELLENCE, CLASS SPONSORSHIP	30,000.
CRANBROOK 380 LONE PINE ROAD BLOOMFIELD HILLS, MI 48303	N/A	PUBLIC CHARITY	SCHOLARSHIPS FOR DESERVING STUDENTS	77,800.
DETROIT CHAMBER WIND & STRINGS 20300 CIVIC CENTER DRIVE, STE 100 SOUTHFIELD, MI 48076	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	250.
DETROIT ZOOLOGICAL SOCIETY 8450 W. 10 MILE ROAD ROYAL OAK, MI 48067	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	200.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCH MIRAGE, CA 92270	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	7,000.
EQUEST CENTER FOR THERAPEUTIC RIDING 3777 RECTOR NE ROCKFORD, MI 49341	N/A	PUBLIC CHARITY	EQUINE-BASED THERAPY TO PHYSICALLY AND MENTALLY CHALLENGED INDIVIDUALS	500.
FORGOTTEN HARVEST 21800 GREENFIELD ROAD OAK PARK, MI 48237	N/A	PUBLIC CHARITY	TO RELIEVE HUNGER IN THE DETROIT METROPOLITAN COMMUNITY	300.
GEORGE WASHINGTON UNIVERSITY MC 2175 K STREET, NW, SUITE 350 WASHINGTON, DC 20037	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	5,000.
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFAIT DETROIT, MI 48207	N/A	PUBLIC CHARITY	FIGHT AGAINST HUNGER	300.
Total from continuation sheets				

HELPPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
GOODWILL INDUSTRIES 3111 GRAND RIVER DETROIT, MI 48208	N/A	PUBLIC CHARITY	ASSISTANCE TO INDIGENT FAMILIES	250.
GRACE CENTERS OF HOPE 35 E. HURON ST PONTIAC, MI 48342	N/A	PUBLIC CHARITY	ASSISTANCE TO INDIGENT FAMILIES	500.
HAWN FOUNDATION 220 26TH STREET, SUITE 203 SANTA MONICA, CA 90402	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	2,000.
HOSPICE OF MICHIGAN 400 MACK AVENUE DETROIT, MI 48201	N/A	PUBLIC CHARITY	HEALTH CARE ASSISTANCE FOR PEOPLE WITH A TERMINAL ILLNESS	4,000.
JUVENILE DIABETES RESEARCH FOUNDATION 120 WALL STREET NEW YORK, NY 10005	N/A	PUBLIC CHARITY	JUVENILE DIABETES RESEARCH FOR CURE	300.
LESA PATHWAY SCHOOL 1425 W GRAND RIVER AVE HOWELL, MI 48843	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	4,508.
LIGHTHOUSE OF OAKLAND COUNTY 46156 WOODWARD AVE PONTIAC, MI 48342	N/A	PUBLIC CHARITY	ASSISTANCE TO INDIGENT FAMILIES	400.
LUTHERAN CHURCH OF THE REDEEMER 1800 W. MAPLE RD BIRMINGHAM, MI 48009	N/A	PUBLIC CHARITY	RELIGIOUS, CHURCH GIFT FUND	66,550.
MAKE A WISH FOUNDATION 2300 GENOA BUSINESS PARK DR, SUITE 290 BRIGHTON, MI 48114	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,500.
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	N/A	PUBLIC CHARITY	SUPPORT AND RESEARCH FOR THE HEALTH OF BABIES	100.
Total from continuation sheets				

HELPPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
METHODIST CHILDREN'S HOME 26645 W. SIX MILE ROAD REDFORD, MI 48240	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,000.
MICHIGAN HUMANE SOCIETY 30300 TELEGRAPH ROAD, SUITE 220 BINGHAM FARMS, MI 48025	N/A	PUBLIC CHARITY	RESCUE, TREAT AND SHELTER ANIMALS	250.
MOTHERS AGAINST PRESCRIPTION DRUG ABUSE 31855 DATE PALM DRIVE, SUITE 3 CATHEDRAL CITY, CA 92234	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,000.
NEW LIFE CHURCH 1541 WASHTENAW AVENUE ANN ARBOR, MI 48104	N/A	PUBLIC CHARITY	RELIGIOUS, CHURCH GIFT FUND	250.
OAKWOOD 15500 LUNDY PARKWAY DEARBORN, MI 48126	N/A	PUBLIC CHARITY	TO SUPPORT PATIENT CARE AND ASSIST IN COMMUNITY OUTREACH AND PREVENTION PROGRAMS	58,766.
OPEN DOOR RESCUE MISSION 3442 MCDUGALL DETROIT, MI 48207	N/A	PUBLIC CHARITY	ASSISTANCE TO PEOPLE IN NEED IN THE DETROIT AREA	500.
ORTONVILLE COMMUNITY EMERGENCY FUND PO BOX 282 ORTONVILLE, MI 48462	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	300.
PALM SPRINGS INTERNATIONAL FILM FESTIVAL 1700 E. TAHQUITZ CANYON WAY, #3 PALM SPRINGS, CA 92262	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	11,100.
RACQUET UP DETROIT PO BOX 11404 DETROIT, MI 48211	N/A	PUBLIC CHARITY	TO SUPPORT DETROIT YOUTH THROUGH SQUASH AND FITNESS INSTRUCTION AND ACADEMIC TUTORING	500.
RONALD MCDONALD HOUSE OF DETROIT 3911 BEAUBIEN BLVD DETROIT, MI 48201	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	200.
Total from continuation sheets				

HELPPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SALVATION ARMY 469 MARTIN LUTHER KING JR, BLVD S PONTIAC, MI 48342	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
SECOND HARVEST FOOD BANK 8014 MARINE WAY IRVINE, CA 92618	N/A	PUBLIC CHARITY	FIGHT AGAINST HUNGER	200.
SPECIAL OLYMPICS E. CAMPUS DRIVE, MT PLEASANT, MI 48859	N/A	PUBLIC CHARITY	TO EMPOWER INDIVIDUALS WITH INTELLECTUAL DISABILITIE	250.
ST. JOSEPH MERCY OAKLAND 44405 WOODWARD AVENUE PONTIAC, MI 48341	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
ST. JUDE CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
SUSAN G. KOMEN FOR THE CURE PO BOX 224523 DALLAS, TX 75222	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	200.
THE BOTSFORD FOUNDATION 28050 GRAND RIVER AVENUE FARMINGTON HILLS, MI 48336	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	25,000.
THE COMMUNITY HOUSE 380 SOUTH BATES STREET BIRMINGHAM, MI 48009	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,600.
THE MICHIGAN DISTRICT OF THE LUTHERAN CHURCH 3773 GEDDES ROAD ANN ARBOR, MI 48105	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,000.
THE ROEPER SCHOOL 1051 OAKLAND AVENUE BIRMINGHAM, MI 48009	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	400.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JPMORGAN #1005	3,416.
KINDER MORGAN ENERGY PARTNERS, L.P.	23.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,439.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JPMORGAN #1005	63,618.	5,987.	57,631.
JPMORGAN #5001	31,891.	4,798.	27,093.
KINDER MORGAN ENERGY PARTNERS, L.P.	14.	0.	14.
TOTAL TO FM 990-PF, PART I, LN 4	95,523.	10,785.	84,738.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS LP	<965.>	<3.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<965.>	<3.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,000.	1,500.		1,500.
TO FORM 990-PF, PG 1, LN 16B	3,000.	1,500.		1,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	21,571.	21,571.		0.
TO FORM 990-PF, PG 1, LN 16C	21,571.	21,571.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - JP MORGAN 1005	87.	87.		0.
FEDERAL EXCISE TAX	3,900.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,987.	87.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN TAX AND BOOK GAIN/LOSS ON INVESTMENT SALES	182,895.
TOTAL TO FORM 990-PF, PART III, LINE 5	182,895.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #1005 (SEE ATTACHED)	1,259,635.	1,259,635.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,259,635.	1,259,635.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #5001 (SEE ATTACHED)	502,282.	502,282.
JP MORGAN #1005 (SEE ATTACHED)	747,400.	747,400.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,249,682.	1,249,682.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #1005 (SEE ATTACHED)	COST	350,163.	350,163.
TOTAL TO FORM 990-PF, PART II, LINE 13		350,163.	350,163.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD HELPPIE
P.O. BOX 607
BLOOMFIELD HILLS, MI 48303

TELEPHONE NUMBER

248-386-8300

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST WITH PROOF OF CHARITABLE EXEMPT STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATION WILL MAKE CONTRIBUTIONS TO OTHER CHARITABLE, RELIGIOUS OR EDUCATIONAL ORGANIZATIONS (SECTION 501 (C)(3)) WHICH ARE NOT PRIVATE FOUNDATIONS. IT IS EXPECTED THAT THE CONTRIBUTIONS WILL INCLUDE CONTRIBUTIONS TO ORGANIZATIONS INVOLVED WITH DISADVANTAGED AND MEDICALLY IMPAIRED CHILDREN, COMMUNITY IMPROVEMENT AND EDUCATION.



Heppie Family Charitable Foundation

EIN: 38-3374687

Investment detail account # 5001

US Fixed Income	Price	Quantity	Value
LOOMIS SAYLES FDS II STRAT INC FD Y 543487-25-0	15.46	8,901.63	137,619.18
PIMCO TOTAL RETURN FUND 693390-70-0	11.24	5,269.49	59,229.09
PIMCO FDS PAC INVT MGMT SER REAL RETRN INS 693391-10-4	12.27	4,511.72	55,358.84
PIMCO FDS PAC INVT MGMT SER DIVER INCM INS 693391-88-0	12.24	4,322.94	52,912.83

J.P.Morgan



Helppie Family Charitable Foundation

EIN: 38-3374687

Investment detail account # 5001

	Price	Quantity	Value
US Fixed Income			
VANGUARD INTERM-TERM CORP FD SER F	10.32	19,104.81	197,161.62
INTEREST TRUST CORP ADMIN			
922031-81-0			
Total US Fixed Income			\$502,281.56



Helppie Family Charitable Foundation

EIN: 38-3374687

Investment detail account # 1005

	Price	Quantity	Value
US Large Cap Equity			
ABBOTT LABORATORIES 002824-10-0 ABT	65.50	35,000	2,292.50
ACCENTURE PLC-CL A G1151C-10-1 ACN	66.50	36,000	2,394.00
AIR PRODUCTS & CHEMICALS INC 009158-10-6 APD	84.02	28,000	2,352.56
ALEXANDRIA REAL ESTATE EQUITIES INC 015271-10-9 ARE	69.32	24,000	1,663.68
AMERICAN WATER WORKS CO INC 030420-10-3 AWK	37.13	20,000	742.60
AMERIPRISE FINANCIAL INC 03076C-10-6 AMP	62.63	41,000	2,567.83
ANALOG DEVICES INC 032654-10-5 ADI	42.06	90,000	3,785.40
APPLE INC. 037833-10-0 AAPL	532.17	10,000	5,321.73
ARTHUR J GALLAGHER & CO 363576-10-9 AJG	34.65	84,000	2,910.60
AT&T INC 00206R-10-2 T	33.71	98,000	3,303.58
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	56.93	40,000	2,277.20

J.P.Morgan



Helppie Family Charitable Foundation

EIN: 38-3374687

Investment detail account # 1005

	Price	Quantity	Value
US Large Cap Equity			
BARC BREN SPX 03/27/13 10%BUFFER-2 XLEV- 6.2%CAP 12.4%MAXRTN INITIAL LEVEL-03/09/12 SPX:1370.87 06738K-W7-2	106.55	45,000.000	47,947.50
BAXTER INTERNATIONAL INC 071813-10-9 BAX	66.66	40,000	2,666.40
BB & T CORP 054937-10-7 BBT	29.11	98,000	2,852.78
BECTON DICKINSON & CO 075887-10-9 BDX	78.19	33,000	2,580.27
BLACKROCK INC 09247X-10-1 BLK	206.71	23,000	4,754.33
CENTURYLINK INC 156700-10-6 CTL	39.12	42,000	1,643.04
CHEVRON CORP 166764-10-0 CVX	108.14	45,000	4,866.30
CINCINNATI FINANCIAL CORP 172062-10-1 CINF	39.16	50,000	1,958.00
CINEMARK HOLDINGS INC 17243V-10-2 CNK	25.98	80,000	2,078.40
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50.67	79,000	4,002.93
CMS ENERGY CORP 125896-10-0 CMS	24.38	80,000	1,950.40

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US Large Cap Equity			
COACH INC 189754-10-4 COH	55.51	31.000	1,720.81
Coca-Cola Co 191216-10-0 KO	36.25	80.000	2,900.00
CONOCOPHILLIPS 20825C-10-4 COP	57.99	103.000	5,972.97
CULLEN FROST BANKERS INC 229899-10-9 CFR	54.27	41.000	2,225.07
DUNKIN BRANDS GROUP INC 265504-10-0 DNKN	33.18	67.000	2,223.06
E I DU PONT DE NEMOURS & CO 263534-10-9 DD	44.98	64.000	2,878.66
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	67.000	3,548.32
EXXON MOBIL CORP 30231G-10-2 XOM	86.55	69.000	5,971.95
GENUINE PARTS CO 372460-10-5 GPC	63.58	26.000	1,653.08
GS BREN SPX 5/22/13 10%BUFFER-2 XLEV- 5.8%CAP 11.2%MAXRTRN INITIAL LEVEL-5/4/12 SPX:1369 1 38143U-3K-5	105.03	45,000.000	47,265.30
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	22.44	148.000	3,321.12

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US Large Cap Equity

	Price	Quantity	Value
HOME DEPOT INC 337076-10-2 HD	61.85	80 000	4,948.00
HONEYWELL INTERNATIONAL INC 338516-10-6 HON	63.47	40,000	2,538.80
SHARES CORE S&P 500 ETF 164287-20-0 IVV	143.14	183,000	26,194.62
J M SMUCKER CO 332696-40-5 SJM	86.24	23 000	1,983.52
JOHNSON & JOHNSON 78160-10-4 JNJ	70.10	52 000	3,645.20
PM LARGE CAP GROWTH FD - SEL UND 3118 812C0-53-0 SEEG X	23.95	2,028 764	48,588.90
PM TAX AWARE EQUITY FD - SEL 3121L-57-7 JPES X	19.83	785,193	15,570.38
INDER MORGAN INC 1456B-10-1 KMI	35.33	65,000	2,296.45
A-TENCOR CORP 2480-10-0 KLAC	47.76	62 000	2,961.12
UNITED BRANDS INC 2716-10-7 LTD	47.06	99 000	4,658.94
PEAR TECHNOLOGY CORP 3678-10-6 LLTC	34.30	78,000	2,675.40
RILLARD INC 1147-10-1 LO	116.67	30,000	3,500.10
ST BANK CORP 161F-10-4 MTB	98.47	40,000	3,938.80

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US Large Cap Equity			
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	63.00	52 000	3,276 00
MC DONALDS CORP 580135-10-1 MCD	88.21	16 000	1,411 36
MCGRAW-HILL COMPANIES INC 580645-10-9 MHP	54.67	50 000	2,733.50
MERCK AND CO INC 58933Y-10-5 MRK	40.94	211 000	8,638 34
MICROSOFT CORP 594918-10-4 MSFT	26.71	170 000	4,540 70
MOLEX INC 608554-10-1 MOLX	27.33	66 000	1,803.78
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25.45	97 000	2,468 94
NEXTERA ENERGY INC 65339F-10-1 NEE	69.19	36 000	2,490.84
NISOURCE INC 65473P-10-5 NI	24.89	92 000	2,289.88
NORDSTROM INC 655664-10-0 JWN	53 50	37 000	1,979.50
NORTHERN TRUST CORP 665859-10-4 NTRS	50.16	46 000	2,307.36
NORTHEAST UTILITIES 664397-10-6 NU	39 08	38 000	1,485.04
NV ENERGY INC COM 67073Y-10-6 NVE	18.14	56 000	1,015 84

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	Price	Quantity	Value
US Large Cap Equity			
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	76.61	57 000	4,366.77
ONEOK INC 682680-10-3 OKE	42.75	30 000	1,282.50
PACCAR INC 693718-10-8 PCAR	45.21	50,000	2,260.50
PFIZER INC 717081-10-3 PFE	25.08	380,000	9,530.02
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83.64	40 000	3,345.60
PPG INDUSTRIES INC 693508-10-7 PPG	135.35	23,000	3,113.05
PRIMECAP ODYSSEY FUNDS ODYSSEY STK FD 741600-30-1 POSK X	15.98	1,753 314	28,017.96
PROCTER & GAMBLE CO 742718-10-9 PG	67.89	26 000	1,765.14
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53.33	79,000	4,213.07
REPUBLIC SERVICES INC 760759-10-0 RSG	29.33	95,000	2,786.35
SEMPRA ENERGY 816851-10-9 SRE	70.94	51,000	3,617.94
SNAP-ON INC 933034-10-1 SNA	78.99	26,000	2,053.74
SOUTHERN CO 342587-10-7 SO	42.81	21 000	899.01

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	Price	Quantity	Value
US Large Cap Equity			
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	381,000	54,258.21
SPECTRA ENERGY CORPORATION 847560-10-9 SE	27.38	60,000	1,642.80
T ROWE PRICE GROUP INC 74144T-10-8 TROW	65.12	81,000	5,274.48
THE HERSHEY COMPANY 427866-10-8 HSY	72.22	38,000	2,744.36
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	71.82	61,000	4,381.02
TIFFANY & CO 886547-10-8 TIF	57.34	35,000	2,006.90
TIME WARNER INC NEW 887317-30-3 TWX	47.83	88,000	4,209.04
TIME WARNER CABLE INC 88732J-20-7 TWC	97.19	30,000	2,915.70
TJX COMPANIES INC 872540-10-9 TJX	42.45	59,000	2,504.55
TUPPERWARE CORP 899896-10-4 TUP	64.10	34,000	2,179.40
UBS CONT BUFF EQ SPX 07/03/13 80% CONTIN BARRIER- 11%CPN 15% CAP INITIAL LEVEL-06/15/12 SPX 1342.84 902674-JD-3	108.25	35,000,000	37,887.50

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	Price	Quantity	Value
US Large Cap Equity			
UNITED PARCEL SERVICE INC			
CLB	73.73	20,000	1,474.60
911312-10-6 UPS			
UNITED TECHNOLOGIES CORP			
913017-10-9 UTX	82.01	38,000	3,116.38
US BANCORP DEL			
302973-30-4 USB	31.94	80,000	2,555.20
VF CORP			
318204-10-8 VFC	150.97	20,000	3,019.40
VALIUS HOLDINGS LTD			
39319H-10-2 VR	34.58	85,000	2,939.30
VERIZON COMMUNICATIONS INC			
2343V-10-4 VZ	43.27	147,000	6,360.69
WELLS FARGO & CO			
49746-10-1 WFC	34.18	317,000	10,835.06
WILLIAMS SONOMA INC			
39904-10-1 WSM	43.77	70,000	3,063.90
WILLIAMS COMPANIES INC			
39457-10-0 WMB	32.74	88,000	2,881.12
LINX CORP			
3919-10-1 XLNX	35.86	67,000	2,402.69
YUM BRANDS INC			
8498-10-1 YUM	66.40	43,000	2,855.20

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	Price	Quantity	Value
US Large Cap Equity			
3M CO	92.85	31,000	2,878.35
88579Y-10-1 MMM			
Total US Large Cap Equity			\$578,171.18
US Mid Cap Equity			
ISHARES CORE S&P MID-CAP ETF	101.70	207,000	21,051.90
464287-50-7 IJH			
JPM MARKET EXPANSION INDEX FD - SEL	10.61	4,760,341	50,507.22
FUND 3708			
4812C1-63-7 PGM1 X			
PRUDENTIAL JENNISON MID-CAP	32.42	2,255,018	73,107.68
CL Z			
74441C-80-8 PEGZ X			
Total US Mid Cap Equity			\$144,666.80
EAFE Equity			
GS BREN EAFE 01/24/13	117.65	25,000,000	29,412.50
10%BUFFER-2 XLEV- 11%CAP			
22%MAXRTRN			
INITIAL LEVEL-01/06/12:5X5E:2298.65			
UKX:5649.68 TPX:729.60			
38143U-M4-0			

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	Price	Quantity	Value
EAFE Equity			
GS BREN EAFE 02/21/13 10%BUFFER-2 XLEV- 10%CAP 20%MAXRTRN INITIAL LEVEL-02/03/12.SX5E:2515 15 UKX:5901.07 TPX:760 69 381.43U-Q4-6	107.62	25,000.000	26,905.75
(SHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	894,000	50,832.84
JPM BREN EAFE 03/27/13 10%BUFFER-2 XLEV- 9 6%CAP 19.2%MAXRTRN INITIAL LEVEL-03/09/12 SX5E:2515 95 UKX:3887 49 TPX:848 71 48125V-RH-5	107.04	25,000.000	26,760.00
JPM BREN EAFE 06/12/13 10%BUFFER- XLEV- 10.9%CAP 21.8%MAXRTRN INITIAL LEVEL-05/24/12 SX5E:21618 7 JKX:5588.28 TPX 722.11 .8125V-ZW-3	114.67	25,000.000	28,667.50
IFS INTL VALUE-I 5273E-82-2 MINI X	28 17	2,094.616	59,005.33
ROWE PRICE OVERSEAS STOCK FUND 7956H-75-7 TROS X	8.50	4,811.319	40,900.46
Total EAFE Equity			\$262,484.38

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	Price	Quantity	Value
European Large Cap Equity			
DB MARKET PLUS SX5E 03/19/14	101.74	25,000.000	25,435.25
80% CONTIN BARRIER- 7.6%CPN			
UNCAPPED			
INITIAL LEVEL-09/14/12 SX5E.2594.56			
2515A1-LR-0			
Asia ex-Japan Equity			
BARC BREN ASIA BASKET 08/21/13	108.53	25,000.000	27,132.50
10%BUFFER-2 XLEV- 7%CAP			
14%MAXRTRN			
INITIAL LEVEL-08/03/12 ASIA BSKT:100			
06741J-L4-9			
CS BREN ASIA BASKET 07/03/13	112.45	25,000.000	28,112.50
10%BUFFER-2 XLEV- 9%CAP			
18%MAXRTRN			
INITIAL LEVEL-06/15/12 ASIA BSKT:100			
22546T-VD-0			
MATTHEWS PACIFIC TIGER FD	24.42	472.122	11,529.22
577130-10-7 MAPT X			
MATTHEWS PACIFIC TIGER INSTL FUND	24.41	568.618	13,979.97
577130-83-4 MIPT X			
T ROWE PRICE INTERNATIONAL FUNDS INC	16.81	3,529.638	59,333.21
NEW ASIA FUND			
77956H-50-0 PRAS X			
Total Asia ex-Japan Equity			\$139,987.40

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	Price	Quantity	Value
Emerging Market Equity			
ISHARES MSCI EMERGING MARKET INDEX 164287-23-4 EEM	44.35	1,176,000	52,155.60
Global Equity			
3NP DELTA ONE MSCI WORLD TR 6/14/13 00%A.F, UNCAPPED INITIAL LEVEL 5/25/12 NDDUWI:3000.541 5567L-5F-Q	114.13	25,000,000	28,531.42
ISBC DELTA ONE MSCI WORLD TR 6/14/13 00%A.F, UNCAPPED INITIAL LEVEL 5/25/12 NDDUWI:3000.541 042K1-P4-9	112.81	25,000,000	28,202.50
Total Global Equity			\$56,733.92

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	Price	Quantity
Hedge Funds		
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	5,028.043
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	1,806.323
Total Hedge Funds		

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
JPM REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	2,483.24	25,460.00		28,880.05	546.31	1.89%

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

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	Price	Quantity	Estimated Value
Hard Assets			
BARC BREN COMMODITY BSKT 11/21/13 LKD TO CO1 PLTMLNPM LOCADY & SPGCGRP 1.85%LEV, 20%BUFFER, 27 75%MAXRTN 11/18/11 06738K-ZN-4	110.20	25,000 000	27,550 00
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10.89	1,757 472	19,138 87
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	147 000	23,816.94
UBS AUTOCALL BRENT NOTE 09/06/13 LNKD TO CO1 80% BARRIER, 15.6% CAP 8/31/12; INITIAL STRIKE 114 57 902674-LG-3	99.30	25,000.000	24,825 00
UBS BREN GOLD NOTE 2/28/13 LNKD TO GOLDLNP 1.33%LEV, 10%BUFFER, 13 3%MAXRTN 2/17/12,INITIAL LEVEL, 1723 90261J-JA-2	100.27	25,000 000	25,067 50
Total Hard Assets			\$120,398.31

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	Price	Quantity	Value
Cash			
US DOLLAR	1 00	60,496.51	60,496.51
COST OF PENDING PURCHASES	1.00	(49 76)	(49 76)
Total Cash			\$60,446.75

US Fixed Income			
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND 464287-24-2	120.99	1,400.00	169,386 00
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	8,751 49	99,154.36
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	11,913.59	96,976.64
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	7,497.73	82,400 00

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Fixed Income			
TR 1 MLT SC INCM SL	10.22	4,914.50	50,226.23
1A-29-0	10.81	6,967.56	75,319.36
TR 1 INFL MANAGED BD - SEL			
21A-56-3	8.98	1,777.18	15,959.11
GEWORTH FDS			
X FLRT HII	8.09	10,329.35	83,564.40
28T-67-8			
ACKROCK HIGH YIELD BOND			\$672,936.10
1929-63-8			
Total US Fixed Income			

Complementary Structured Strategies			
DB FX NA CURRENCY BSKT 8/7/13	106.43	20,000.00	21,286.00
LNKD TO BRL CAD & MXN VS USD			
80% BARRIER, 12 60% CPN; UNCAPPED			
02/03/12			
2515A1-GM-7	99.03	12,000.00	11,883.60
BARC 95% PP CMIT BASKET 11/21/13			
LNKD TO CNY MXN IDR & TRY			
216% UPSIDE LEV. UNCAPPED			
11/18/11			
06738K-ZM-6			\$33,169.60
Total Complementary Structured Strategies			



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	Price	Quantity	Value
Foreign Exchange & Non-USD Fixed Income			
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	2,187 04	24,647.92
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	1,081.93	16,596 76
Total Foreign Exchange & Non-USD Fixed Income			\$41,244.68