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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

HELPIE FAMILY CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 607

A Employer identification number

38-3374687

City or town, state, and ZIP code

BLOOMFIELD HILLS, MI 48303

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **► \$ 2,958,686.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

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

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

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

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				782	NOV 21 2013
9 Income modifications					RS-OSC
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:		<170,518.►			
a Excess of revenue over expenses and disbursements					
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
	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	STMT 10	143,903.	350,163.	350,163.
	13 Investments - other				
	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.
	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.	
	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) ►	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				(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					
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

8 463,990.

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

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

6a 3,468.

6b

6c

6d

7 3,468.

8

9

10 497.

11 0.

497. Refunded ►

Part VII-A Statements 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 X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c X

c Did the foundation file Form 1120-POL for this year?

2 X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3 X

*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*

4a X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b X

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6 X

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:

7 X

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8 X

If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

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*

10 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*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► <u>MICHELE DEAN</u> Located at ► <u>P.O. BOX 607, BLOOMFIELD HILLS, MI</u>	Telephone no. ► <u>248-593-9371</u> ZIP+4 ► <u>48303</u>	
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	► <u>15</u>	<input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No 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.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	<input type="checkbox"/> 1c	<input checked="" type="checkbox"/> X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<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"/> 2b	<input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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"/> 3b	<input checked="" type="checkbox"/> Yes <input 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"/> 4a	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4b	<input type="checkbox"/> 3b
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?	<input type="checkbox"/> 4b	<input checked="" type="checkbox"/> X

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))?

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

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

(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)?

(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 Yes No Yes No Yes No 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

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

N/A

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.

(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. HELPIE, JR. P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
LESLIE S. HELPIE 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

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

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

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

Total number of others receiving over \$50,000 for professional services ►

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3 ►

0.

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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.

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			0.	
a Enter amount for 2011 only				
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.			0.	
a Applied to 2011, but not more than line 2a				
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		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see 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 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)				
<i>a Paid during the year</i>				
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)			► 3a 462,490.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	3,439.	
4 Dividends and interest from securities			14	84,738.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	233,332.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a KINDER MORGAN ENERGY					
b PARTNERS LP	211110	<962.>01		<3.>	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<962.>		321,506.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	320,544.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

HELPIE 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			(i) 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	

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HELPIE 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
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.

HELPIE 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.
<u>Total from continuation sheets</u>				

HELPIE FAMILY CHARITABLE FOUNDATION

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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				

HELPIE FAMILY CHARITABLE FOUNDATION

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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 McDougall 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. TAHOOTZ 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				

HELPIE FAMILY CHARITABLE FOUNDATION

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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 DISABILITIES	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 ROEPPER SCHOOL 1051 OAKLAND AVENUE BIRMINGHAM, MI 48009	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	400.
Total from continuation sheets				

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

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.

HELPPIE FAMILY CHARITABLE FOUNDATION

38-3374687

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.

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

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 HELPIE
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.

J.P. Morgan

Helpie 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 INV'T MGMT SER REAL RETRN INS 693391-10-4	12.27	4,511.72	55,358.84
PIMCO FDS PAC INV'T MGMT SER DIVER INCM INS 693391-88-0	12.24	4,322.94	52,912.83

J.P.Morgan

J.P. Morgan

Heppie 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



Helpie 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

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%MAXRTRN 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 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

J.P. Morgan

J.P.Morgan

Heppie Family Charitable Foundation
EIN: 38-3374687
Investment detail account # 1005

	Price	Quantity	Value
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 CFFR	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- 5.6%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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	Price	Quantity	Value
US Large Cap Equity			
HOME DEPOT INC 437076-10-2 HD	61.85	80 000	4,948.00
HONEYWELL INTERNATIONAL INC 438516-10-6 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 132696-40-5 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	23.95	2,028.764	48,588.90
812C0-53-0 SEEG X			
PM TAX AWARE EQUITY FD - SEL 31211L-57-7 JPES X	19.83	785.193	15,570.38
UNDER 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
WITED BRANDS INC 27116-10-7 LTD	47.06	99 000	4,658.94
YEAR TECHNOLOGY CORP 5678-10-6 LLTC	34.30	78.000	2,675.40
RILLARD INC 1147-10-1 LO	116.67	30.000	3,500.10
U T BANK CORP '61F-10-4 MTB	98.47	40.000	3,938.80

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US Large Cap Equity			
MARATHON PETROLEUM CORPORATION 56555A-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 MHPI	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-W1 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
P NORTHERN TRUST CORP 665859-10-4 NTTRS	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 682880-10-3 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 718722-10-9 PM	83.84	40 000	3,345.60
PPG INDUSTRIES INC 693506-10-7 PPG	135.35	23,000	3,113.05
PRIMECAP ODYSSEY FUNDS ODYSSEY STK FD 74160Q-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 816651-10-9 SRE	70.94	51,000	3,617.94
SNAP-ON INC 333034-10-1 SNA	78.99	26,000	2,053.74
SOUTHERN CO 342357-10-7 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. 88411E-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 CL B 911312-10-6 UPS	73.73	20,000	1,474.60
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
VALIDUS 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
WLNX CORP 3919-10-1 XLNX	35.86	67,000	2,402.69
WM BRANDS INC 34998-10-1 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

	Price	Quantity	Value
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 PGMI 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

	Price	Quantity	Value
EAFFE Equity			
GS BRENT 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-SX5E.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 SXSE:2515 15 UKX:5901.07 TPX:760 69 38143U-Q4-6	107.62	25,000.000	26,905.75
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA			
JPM BREN EAFE 03/27/13 10%BUFFER-2 XLEV- 9.6%CAP 19.2%MAXRTRN INITIAL LEVEL-03/09/12 SXSE:2515 95 UKX:5887.49 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 SXSE:21618 7 JKX:5388.28 TPX:722.11 8125V-ZW-3	114.67	25,000.000	28,667.50
IFS INT'L VALUE-I 5273E-82-2 MINI X			
ROWE PRICE OVERSEAS STOCK FUND 7956H-75-7 TROS X	8.50	4,911.819	40,900.46
total EAFE Equity			
			\$262,484.35

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	Price	Quantity	Value
European Large Cap Equity			
DB MARKET PLUS SXSE 03/19/14 80% CONTIN BARRIER- 7.6%CPN UNCAPPED INITIAL LEVEL-09/14/12 SXSE.2594.56 2515A1-LR-0	101.74	25,000.000	25,435.25
 Asia ex-Japan Equity			
BARC BREN ASIA BASKET 08/21/13 10%BUFFER-2 XLEV- 7%CAP 14%MAXRTRN INITIAL LEVEL-08/03/12 ASIA BSKT:100 06741J-L4-9	108.53	25,000.000	27,132.50
CS BREN ASIA BASKET 07/03/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-06/15/12 ASIA BSKT:100 22546T-YD-0	112.45	25,000.000	28,112.50
MATTHEWS PACIFIC TIGER FD 577130-10-7 MAPT X	24.42	472.122	11,529.22
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	568.618	13,879.97
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.81	3,529.638	59,333.21
Total Asia ex-Japan Equity			\$139,987.40

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	Price	Quantity	Value
Emerging Market Equity			
ISHARES MSCI EMERGING MARKET INDEX 464287-234 EEM	44.36	1,176.000	\$2,155.60

Global Equity

3NP DELTA ONE MSCI WORLD TR 6/14/13 00% A,F, UNCAPPED INITIAL LEVEL 5/25/12 NDDUW:30000.541 5557L-5F-0	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 NDDUW:30000.541 042K1-P4-9	112.81	25,000.000	28,202.50
otal Global Equity			\$56,733.92

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

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	2,483.24	25,460.00		28,880.05	546.31	1.89%
FUND 1372						
904504-50-3 URTL X						

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 LNKD 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 GOLDLNPM 1.33% LEV, 10% BUFFER, 13.33% 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
<u>COST OF PENDING PURCHASES</u>	1.00	(49.76)	(49.76)
Total Cash			\$60,446.75
US Fixed Income			
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND	120.99	1,400.00	169,386.00
DOUBLELINE FDS TR TTL RTN BD I	11.33	8,751.49	99,154.36
258620-10-3			
JPM HIGH YIELD FD - SEL FUND 3580	8.14	11,913.59	96,976.64
4812C0-80-3			
JPM SHORT DURATION BOND FD - SEL FUND 3133	10.99	7,497.73	82,400.00
4812C1-33-0			

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	Price	Quantity	Value
Fixed Income	10.22	4,914.50	50,226.23
TR I MTL SC INCM SL 1A-29-0	10.81	6,967.56	75,319.36
TR I INFL MANAGED BD - SEL 21A-56-3	8.98	1,777.18	15,959.11
GENWORTH FDS X FLRT H1 .28T-67-8	8.09	10,329.35	83,564.40
ACKROCK HIGH YIELD BOND 1929-63-8			\$672,936.10
Global US Fixed Income			
Complementary Structured Strategies	106.43	20,000.00	21,286.00
DB FX NA CURRENCY BSKT 8/7/13 LNKD TO BRL CAD & MXN VS USD 80% BARRIER, 12.60% CPN; UNCAPPED 02/03/12			11,883.60
2515A1-GM-7	99.03	12,000.00	
BARC 95% PP CMT BASKET 11/21/13 LNKD TO CNY MXN IDR & TRY 216% UPSIDE LEV. UNCAPPED 11/18/11			\$33,169.60
06738K-ZM-6			
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

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