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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation Pappas Foundation, Inc		A Employer identification number 38-3386198
Number and street (or P O box number if mail is not delivered to street address) 30301 Northwestern Hwy.	Room/suite 200	B Telephone number (see instructions) (248) 539-8292
City or town, state, and ZIP code Farmington Hills MI 48334		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,046,796	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	335,027			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	13,114	13,114		
	4 Dividends and interest from securities	16,431	16,431		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-6,794			
	b Gross sales price for all assets on line 6a	335,014			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	357,778	29,545	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	911			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	102			
	24 Total operating and administrative expenses. Add lines 13 through 23	1,013	0	0	0
	25 Contributions, gifts, grants paid	107,106			107,106
26 Total expenses and disbursements. Add lines 24 and 25	108,119	0	0	107,106	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	249,659				
b Net investment income (if negative, enter -0-)		29,545			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	62,140	223,390	223,390
	2 Savings and temporary cash investments	702,217	661,239	661,239
	3 Accounts receivable ☐ Less allowance for doubtful accounts ☐			
	4 Pledges receivable ☐ Less allowance for doubtful accounts ☐			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ☐ Less allowance for doubtful accounts ☐			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,161,557	1,290,944	1,162,167
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐			
	15 Other assets (describe ☐)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,925,914	2,175,573	2,046,796
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ☐)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,925,914	2,190,365	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		-14,792	
	30 Total net assets or fund balances (see instructions)	1,925,914	2,175,573	
	31 Total liabilities and net assets/fund balances (see instructions)	1,925,914	2,175,573	

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	1,925,914
2 Enter amount from Part I, line 27a	2	249,659
3 Other increases not included in line 2 (itemize) ☐	3	
4 Add lines 1, 2, and 3	4	2,175,573
5 Decreases not included in line 2 (itemize) ☐	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,175,573

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			0
c			0
d			0
e			0

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	-6,794
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	-6,794

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.

(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	95,429	1,882,574	0.050691
2010	94,256	1,703,152	0.055342
2009	70,680	1,369,474	0.051611
2008	73,073	1,387,688	0.052658
2007	72,094	1,392,657	0.051767

2 Total of line 1, column (d)	2	0.262069
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052414
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,885,443
5 Multiply line 4 by line 3	5	98,824
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	295
7 Add lines 5 and 6	7	99,119
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	107,106

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see 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

Refunded

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

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

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation: \$ _____ (2) On foundation managers: \$ _____

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

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

If "Yes," attach a detailed description of the activities

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

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

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

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?

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

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

Michigan

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney

General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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)	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? Website address ▶ N/A	13		X
14	The books are in care of ▶ Norman A Pappas Telephone no ▶ (248) 539-8292 Located at ▶ 30301 Northwestern Hwy., Suite 200 Farmington Hills MI ZIP+4 ▶ 48334			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	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.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

5b 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)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☐ No

7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☐ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Norman A. Pappas 30301 N. Hwy, Ste 200 Farmington Hills, MI 48	Director			
Susan L. Pappas 30301 N. Hwy, Ste 200 Farmington Hills, MI 48	Director			
Sydell Pappas 30301 N. Hwy, Ste 200 Farmington Hills, MI 48	Director			

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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	N/A
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,125,663
b	Average of monthly cash balances	1b	788,492
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,914,155
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,914,155
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	28,712
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,885,443
6	Minimum investment return. Enter 5% of line 5	6	94,272

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	94,272
2a	Tax on investment income for 2012 from Part VI, line 5	2a	295
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	295
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	93,977
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	93,977
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	93,977

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	107,106
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	107,106
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	295
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	106,811

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				93,977
2 Undistributed income, if any, as of the end of 2012 :				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	3,763			
b From 2008	4,631			
c From 2009	2,705			
d From 2010	9,676			
e From 2011	1,814			
f Total of lines 3a through e	22,589			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 107,106				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				93,977
e Remaining amount distributed out of corpus	13,129			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,718			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	3,763			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	31,955			
10 Analysis of line 9				
a Excess from 2008	4,631			
b Excess from 2009	2,705			
c Excess from 2010	9,676			
d Excess from 2011	1,814			
e Excess from 2012	13,129			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Ahavas Olam Torah Center 25140 Praire Southfield, MI 48075	None		Charitable	180
Aisha Torah 555 South Old Woodward Ste 23L Birmingham, MI 48009	None		Charitable	5,000
Akiva Hebrew 21100 West 12 Mile Southfield, MI 48076	None		Charitable	1,000
ABTA - Glio Blastoff 57108 Covington Drive Washington, MI 48094	None		Charitable	100
Birthright Isreal Foundation PO Box 1784 New York New York, NY 10156	None		Charitable	200
Colon Cancer Challenge Fnd 280 North Old Woodward Ave, Ste 406 Birmingham, MI 48008	None		Charitable	200
Darchei Noam 226 Smith St. Woodmere New York, NY 11598	None		Charitable	1,000
Detroit Jewish News Foundation 29200 Northwestern Hwy, Ste 110 Southfield, MI 48034	None		Charitable	1,000
Friendship Circle, Meer Fml 6892 W Maple Rd West Bloomfield, MI 48322	None		Charitable	2,500
Hadassah 5030 Orchard Lake Rd West Bloomfield, MI 48323	None		Charitable	136
Heritage Retreats 557 Fenlon Blvd. Clifton Clifton, NJ 07014	None		Charitable	2,000
Total See Attached Statement			3a	107,106
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments		13,114			
4 Dividends and interest from securities		16,431			
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		29,545		0	0
13 Total. Add line 12, columns (b), (d), and (e)				13	29,545

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

[illegible]

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

- | | | |
|---|-------|----|
| <p>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?</p> | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> | | |
| <p>(1) Cash</p> | 1a(1) | X |
| <p>(2) Other assets</p> | 1a(2) | X |
| <p>b Other transactions</p> | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | X |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | X |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | X |
| <p>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</p> | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Norman Pappas
Signature of officer or trustee

5/20/2013
Date

Director
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Check ☐ if self-employed

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no	
----------	--

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

Pappas Foundation, Inc

38-3386198

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

Name of organization

Pappas Foundation, Inc

Employer identification number

38-3386198

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Norman A. Pappas 30301 Northwestern Hwy, Ste 200 Farmington Hills MI 48334 Foreign State or Province Foreign Country	\$ 335,027	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization Pappas Foundation, Inc	Employer identification number 38-3386198
--	--

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Detrex / DTRX Stock	\$ 14,200	1/30/2012
1	Syntel / SYNT Stock	\$ 46,515	7/3/2012
1	eBay / EBAY Stock	\$ 22,785	8/30/2012
1	Home Depot / HD Stock	\$ 27,670	8/30/2012
1	Tesoro TSO Stock	\$ 7,976	9/4/2012
1	Coca Cola Femsa KOF Stock	\$ 39,339	9/28/2012

Name of organization Pappas Foundation, Inc	Employer identification number 38-3386198
--	--

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Covidien COV Stock	\$ 23,212	9/28/2012
1	Ebay EBAY Stock	\$ 24,345	9/28/2012
1	EMC Corp EMC Stock	\$ 13,855	9/28/2012
1	Enterprise Prod EPD Stock	\$ 11,818	9/28/2012
1	Kimberly Clark KMB Stock	\$ 25,345	9/28/2012
1	Oracle Corp ORCL Stock	\$ 15,915	9/28/2012

Name of organization Pappas Foundation, Inc	Employer identification number 38-3386198
--	--

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Promotora Y Oper PUODY Stock	\$ 21,834	9/28/2012
1	ViroPharma Inc. VPHM Stock	\$ 15,105	9/28/2012
1	Walter Investment WAC Stock	\$ 7,308	9/28/2012
1	Williams Comp WMB Stock	\$ 17,805	9/28/2012
		\$	
		\$	

Name of organization Pappas Foundation, Inc	Employer identification number 38-3386198
---	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions) ► \$ _____ 0
 Use duplicate copies of Part III if additional space is needed

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

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Hillel Day School

Street

32200 Middlebelt Rd

City

Farmington Hills

State

MI

Zip Code

48334

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

350

Name

Holocaust Memorial Center

Street

28123 Orchard Lake Rd

City

Farmington Hills

State

MI

Zip Code

48334

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

250

Name

Innocence Project

Street

40 Worth St , Suite 701

City

New York

State

NY

Zip Code

10013

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,000

Name

JARC

Street

30301 NW Hwy Ste 100

City

Farmington Hills

State

MI

Zip Code

48334

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,000

Name

Jewish Community Campus/JCC

Street

15110 West Ten Mile Rd

City

Oak Park

State

MI

Zip Code

48237

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

760

Name

Jewish Federation Metro Detroit

Street

PO Box 2030

City

Bloomfield Hills

State

MI

Zip Code

48303

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

50,200

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Jewish National Fund

Street

78 Randall Ave

City

Rockville Centre

State

NY

Zip Code

11570

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

200

Name

Jewish United Fund

Street

30 S Wells St

City

Chicago

State

IL

Zip Code

60606

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

270

Name

Jewish Vocational Serv

Street

29699 Southfield

City

Southfield

State

MI

Zip Code

48076

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

300

Name

Karmanow Cancer Inst.

Street

31995 Northwestern Hwy

City

Farmington Hills

State

MI

Zip Code

48334

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

250

Name

Maot Chitim of Greater Chicago

Street

7366 N Lincoln Ave Suite 301

City

Lincolnwood

State

IL

Zip Code

60712

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

130

Name

Michigan Jewish Sports

Street

30852 Crest Forest

City

Farmington Hills

State

MI

Zip Code

48331

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

370

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ORT America

Street

6735 Telegraph Road, Suite 375

City

Bloomfield Hills

State

MI

Zip Code

48301

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

100

Name

Robinson Tennis Academy, The

Street

11499 Conner Avenue Hanger #12

City

Detroit

State

MI

Zip Code

48213

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

6,000

Name

Stand With Us - Michigan

Street

PO Box 251153

City

West Bloomfield

State

MI

Zip Code

48325

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

250

Name

Susan G Komen 3-Day

Street

PO Box 660843

City

Dallas

State

TX

Zip Code

75266

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

100

Name

Tamarack Camp

Street

6735 Telegraph, Suite 380

City

Bloomfield Hills

State

MI

Zip Code

48301

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

500

Name

Temple Beth El

Street

7400 Telegraph

City

Bloomfield Hills

State

MI

Zip Code

48301

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Temple Shir Shalom

Street

3999 Walnut Lake Road

City

West Bloomfield

State

MI

Zip Code

48323

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,000

Name

United Jewish Foundation

Street

6735 Telegraph Road

City

Bloomfield Hills

State

MI

Zip Code

48303

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

2,000

Name

University Heritage Society

Street

557 Fenlon Blvd

City

Clifton

State

NJ

Zip Code

07014

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

100

Name

Weizmann Inst of Science

Street

6735 Telegraph Road Suite 365

City

Bloomfield Hills

State

MI

Zip Code

48301

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

2,500

Name

Yad Ezra

Street

2850 West 11 Mile Road

City

Berkley

State

MI

Zip Code

48072

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

750

Name

Yeshiva Beth Yehudah

Street

15751 Lincoln Drive

City

Southfield

State

MI

Zip Code

48076

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

24,050

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Jewish Council of Public Affair

Street

116 East 27th St, 10 Fl

City

New Yodk

State

NY

Zip Code

10016

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

360

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals			Net Gain or Loss		
									Capital Gains/Losses		Cost, Other Basis and Expenses		Depreciation	Adjustments
									Other sales	335,014				
									0	0	0	-6,794	0	
1	X	Loral Space	Pappas Foundation	X	12/31/2006	D	4/24/2012	0	1				-1	
2	X	Oracle Corporation	Pappas Foundation	X	9/28/2012	D	10/1/2012	15,887	15,915				-28	
3	X	Promotora Y Operadora Do Infra	Pappas Foundation	X	9/28/2012	D	10/1/2012	22,118	21,834				-284	
4	X	Syntel Inc	Pappas Foundation	X	7/3/2012	D	7/5/2012	46,401	46,515				-114	
5	X	Tesoro Corp	Pappas Foundation	X	9/4/2012	D	9/5/2012	7,845	7,976				-131	
6	X	ViroPharma Inc	Pappas Foundation	X	9/28/2012	D	10/1/2012	15,069	15,105				-36	
7	X	Walter Investment Mgt Corp	Pappas Foundation	X	9/28/2012	D	10/1/2012	7,478	7,308				170	
8	X	Williams Companies Inc	Pappas Foundation	X	9/28/2012	D	10/1/2012	17,790	17,805				-15	
9	X	WMI Holdings Corp	Pappas Foundation	X	1/16/2008	D	8/21/2012	0	6,780				-6,780	
10	X	Coca-Cola Femsa, S A B de C	Pappas Foundation	X	9/28/2012	D	10/1/2012	39,419	39,339				80	
11	X	Coviden PLC	Pappas Foundation	X	9/28/2012	D	10/1/2012	23,186	23,212				-26	
12	X	Detrex Corporation	Pappas Foundation	X	1/30/2012	D	1/31/2012	13,720	14,200				-480	
13	X	eBay, Inc	Pappas Foundation	X	8/15/2012	D	8/16/2012	47,133	47,130				3	
14	X	EMC Corporation	Pappas Foundation	X	9/28/2012	D	10/1/2012	13,795	13,855				-60	
15	X	Enterprise Products Partners LP	Pappas Foundation	X	9/28/2012	D	10/1/2012	11,806	11,818				-12	
16	X	Home Depot, Inc	Pappas Foundation	X	8/15/2012	D	8/16/2012	28,071	27,670				401	
17	X	Kimberly-Clark Corporation	Pappas Foundation	X	9/28/2012	D	10/1/2012	25,296	25,345				-49	
Long Term CG Distributions									Capital Gains/Losses		335,014	341,808	-6,794	
Short Term CG Distributions									Other sales		0	0	0	

Part I, Line 18 (990-PF) - Taxes

		911	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	654			
3	Income tax	257			
4					
5					
6					
7					
8					
9					
10					

Part I, Line 23 (990-PF) - Other Expenses

		102	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Fund Raising				
2	Miscellaneous Fees	102			
3					
4					
5					
6					
7					
8					
9					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num. Shares/ Face Value	1,161,557		1,290,944		996,004		1,162,167	
			Book Value Beg. of Year	Book Value • End of Year	FMV Beg. of Year	FMV End of Year				
1	Anthriscite Cap / AHR	3,000	4	9	7	3				
2	Bank of America	500	18,950	18,950	2,780	5,805				
3	Boston SCI / BSA	840	40,050	40,050	4,480	4,813				
4	CitiGroup / C	50	13,480	13,480		1,978				
5	Conseco Inc	9	1	1	57	84				
6	First Place Fin / FPFC	1,224	21,551	21,551	636	6				
7	Flagstar Bancorp Inc / FBC	100	5,800	5,800	51	194				
8	Huntington BKSH / HBAN	3,000	42,195	42,195	16,470	19,170				
9	Nucor / NUE	500	16,174	16,174	19,785	21,580				
10	Nokia Corp / NOK	300	6,882	6,882	1,446	1,185				
11	NY Comm Bank / NYB	2,000	35,910	35,910	24,740	26,200				
12	Pfizer Inc. / PFE	1,000	25,320	25,320	21,640	25,079				
13	SEI		260,033	267,962	284,114	306,919				
14	Teva Pharm Onds / TEVA	2,876	122,778	122,778	116,075	107,390				
15	Washington Mut / WAMUG	0	6,780	0	27	0				
16	Alpine Dividend Fund		284,203	286,661	284,179	286,375				
17	Marco Polo Fund		150,000	250,000	113,145	218,554				
18	CF Industries	47	3,990	4,045	6,814	9,549				
19	Owens Corning	425	1,770	1,770	786	1,665				
20	Wells Fargo Ultra Short		76,642	77,079	76,642	77,238				
21	Sothorn Copper Corp / SCCO	500	13,579	13,579	15,090	19,119				
22	Teekay Tankers	3,000	15,465	19,599	7,040	8,700				
23	Cliffs Natural Resources, Inc / CLF	300		10,635		11,571				
24	R R Donnelley & sons Co. / RRD	1,000		10,514		8,990				

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Amount		Short Term CG Distributions										Amount													
Description of Property Sold										CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1	Loral Space	LRLSQ		D		12/31/2006		4/24/2012		0		0		15,915		15,887		1		0		0		0		0		0		0		-1			
2	Oracle Corporation	ORCL		D		9/28/2012		10/1/2012		15,887		0		15,915		15,887		0		0		0		0		0		0		0		-28			
3	Promotora Y Operadora Do Infraest	PUODY		D		9/28/2012		10/1/2012		22,118		0		21,834		22,118		0		0		0		0		0		0		0		284			
4	Syniel Inc	SYNT		D		7/3/2012		7/5/2012		46,401		0		46,515		-114		0		0		0		0		0		0		0		-114			
5	Tesoro Corp	TSO		D		9/4/2012		9/5/2012		7,845		0		7,976		-131		0		0		0		0		0		0		0		-131			
6	ViroPharma Inc	VPHM		D		9/28/2012		10/1/2012		15,069		0		15,105		-36		0		0		0		0		0		0		0		-36			
7	Walter Investment Mgt. Corp	WAC		D		9/28/2012		10/1/2012		7,478		0		7,308		170		0		0		0		0		0		0		0		170			
8	Williams Companies Inc	WMB		D		9/28/2012		10/1/2012		17,760		0		17,805		15		0		0		0		0		0		0		0		-15			
9	WMI Holdings Corp	WMIHQ		D		1/16/2008		8/21/2012		0		0		6,780		-6,780		0		0		0		0		0		0		0		-6,780			
10	Coca-Cola Femsa, S.A.B. de C.V. ADR	KOF		D		9/28/2012		10/1/2012		39,419		0		39,339		80		0		0		0		0		0		0		0		80			
11	Cowden PLC	COV		D		9/28/2012		10/1/2012		23,186		0		23,212		-26		0		0		0		0		0		0		0		-26			
12	Detrex Corporation	DTRX		D		1/30/2012		1/31/2012		13,720		0		14,200		-480		0		0		0		0		0		0		0		-480			
13	eBay, Inc	EBAY		D		8/15/2012		8/16/2012		47,133		0		47,130		3		0		0		0		0		0		0		0		3			
14	EMC Corporation	EMC		D		9/28/2012		10/1/2012		13,795		0		13,855		-60		0		0		0		0		0		0		0		-60			
15	Enterprise Products Partners LP	EPD		D		9/28/2012		10/1/2012		11,809		0		11,818		-12		0		0		0		0		0		0		0		-12			
16	Home Depot, Inc	HD		D		8/15/2012		8/16/2012		28,071		0		27,670		401		0		0		0		0		0		0		0		401			
17	Kimberly-Clark Corporation	KMB		D		9/28/2012		10/1/2012		25,295		0		25,345		-49		0		0		0		0		0		0		0		-49			

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	Norman A Pappas		30301 N Hwy , Ste 200	Farmington Hills	MI	48334		Director				
1												
2	Susan L. Pappas		30301 N Hwy , Ste 200	Farmington Hills	MI	48334		Director				
3	Sydell Pappas		30301 N Hwy , Ste 200	Farmington Hills	MI	48334		Director				
4												
5												
6												
7												
8												
9												
10												