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

2012

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation DELPHI FOUNDATION, INC.		A Employer identification number 38-3442971
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 5086		B Telephone number (248) 813-2531
City or town, state, and ZIP code TROY, MI 48098-5086		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) \$ 16,192,711.	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))		(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 ☒ If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,226.	1,226.		STATEMENT 1
4 Dividends and interest from securities		132,803.	132,803.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		206,670.			
b Gross sales price for all assets on line 6a 1,411,418.					
7 Capital gain net income (from Part IV, line 2)			206,670.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		8,435.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		349,134.	340,699.		
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		16,000.	8,000.		8,000.
c Other professional fees STMT 5		25,307.	25,307.		0.
17 Interest					
18 Taxes STMT 6		17,035.	0.		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		58,342.	33,307.		8,000.
25 Contributions, gifts, grants paid		920,250.			920,250.
26 Total expenses and disbursements. Add lines 24 and 25		978,592.	33,307.		928,250.
27 Subtract line 26 from line 12		<629,458.>			
a Excess of revenue over expenses and disbursements			307,392.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,180,111.	649,329.	649,329.
	3 Accounts receivable 220,538.			
	Less allowance for doubtful accounts	58,403.	220,538.	220,538.
	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	16,507.	13,433.	13,433.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	10,041,401.	10,755,529.	10,755,529.
	c Investments - corporate bonds STMT 8	4,250,089.	4,553,882.	4,553,882.
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less accumulated depreciation			
	12 Investments - mortgage loans			
	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)	15,546,511.	16,192,711.	16,192,711.
	17 Accounts payable and accrued expenses	168,524.	48,080.	
	18 Grants payable			
Net Assets or Fund Balances	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)	168,524.	48,080.	
	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	15,377,987.	16,144,631.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	15,377,987.	16,144,631.	
	30 Total net assets or fund balances	15,546,511.	16,192,711.	
	31 Total liabilities and net assets/fund balances	15,546,511.	16,192,711.	

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 15,377,987.
2 Enter amount from Part I, line 27a	2 <629,458.>
3 Other increases not included in line 2 (itemize) NET UNREALIZED GAIN ON INVESTMENTS	3 1,396,102.
4 Add lines 1, 2, and 3	4 16,144,631.
5 Decreases not included in line 2 (itemize)	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 16,144,631.

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 COMPANIES			P		
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,411,418.		1,204,748.	206,670.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			206,670.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	206,670.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			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	820,397.	15,976,806.	.051349
2010	805,187.	15,733,777.	.051176
2009	786,647.	14,276,623.	.055100
2008	830,288.	16,068,206.	.051673
2007	753,350.	16,575,667.	.045449
2 Total of line 1, column (d)			.254747
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			.050949
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			15,793,249.
5 Multiply line 4 by line 3			804,650.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,074.
7 Add lines 5 and 6			807,724.
8 Enter qualifying distributions from Part XII, line 4			928,250.

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		1	3,074.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,074.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,074.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,222.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,222.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,148.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax ☒ 10,148. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

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

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 ► <u>WWW.DELPHI.COM/ABOUT/MAIN/SOCIAL/DELPHIFOUNDATION</u>	13	X	
14	The books are in care of ► <u>NANCY MOSS</u> Telephone no ► <u>(248) 813-2531</u> Located at ► <u>5725 DELPHI DRIVE, TROY, MI</u> ZIP+4 ► <u>48098</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	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ☐ N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 ►		
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.) ☐ Yes ☒ No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐ N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

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
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	15,016,876.
b	Average of monthly cash balances	1b	1,016,879.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,033,755.
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	16,033,755.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	240,506.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,793,249.
6	Minimum investment return. Enter 5% of line 5	6	789,662.

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	789,662.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,074.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,074.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	786,588.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	786,588.
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	786,588.

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	928,250.
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	928,250.
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	3,074.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	925,176.

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				786,588.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			534,839.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 928,250.				
a Applied to 2011, but not more than line 2a			534,839.	
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				393,411.
e Remaining amount distributed out of corpus	0.			
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:				
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				393,177.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities**

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

- a "Assets" alternative test - enter.
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**

- c "Support" alternative test - enter**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

- b. The form in which applications should be submitted and information and materials they should include**

- c Any submission deadlines**

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

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

Recipient 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>				
SEE ATTACHMENT A	NONE	NONE	VARIOUS COMMUNITY ACTIVITIES	920,250.
Total			3a	920,250.
b <i>Approved for future payment</i>				
NONE				
Total			3b	0.

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

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

[illegible]

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

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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


Signature of officer or trustee

60/10/2013
Date

VICE-PRESIDENT
OF TAX

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHAEL R. NICHOLAS

Preparer's signature _____

2. J. L. & S. D.
J. L. B. 1000, 1001

Date _____

10-9-17

Check ☐ if self-employed

PTIN

P00966144

Firm's name ► **GEORGE JOHNSON & COMPANY**

Firm's EIN ▶ 38-2029668

Firm's address ► 1200 BUHL BUILDING, 535 GRISWOLD
DETROIT, MI 48226-3689

Phone no (313) 965-2655

Form 990-PF (2012)

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

SOURCE	AMOUNT
STATE STREET BANK AND TRUST	1,226.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,226.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATE STREET BANK AND TRUST	132,803.	0.	132,803.
TOTAL TO FM 990-PF, PART I, LN 4	132,803.	0.	132,803.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	8,435.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,435.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GEORGE JOHNSON & COMPANY	16,000.	8,000.		8,000.
TO FORM 990-PF, PG 1, LN 16B	16,000.	8,000.		8,000.

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
STATE STREET BANK AND TRUST	6,405.	6,405.		0.
DELPHI AUTOMOTIVE. PLC	18,902.	18,902.		0.
TO FORM 990-PF, PG 1, LN 16C	25,307.	25,307.		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
FEDERAL EXCISE TAX	17,035.	0.		0.
TO FORM 990-PF, PG 1, LN 18	17,035.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SSGA S&P 500 INDEX SECURITIES LENDING COMMON TRUST FUND	6,477,007.	6,477,007.
SHARES S&P GSCI COMMODITY INDEX FUND	536,772.	536,772.
SPDR MSCI ACWI EX US ETF	3,205,931.	3,205,931.
SPDR DOW JONES REIT ETF	535,819.	535,819.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,755,529.	10,755,529.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SSGA U.S. AGGREGATE BOND INDEX SECURITIES		
LENDING COMMON TRUST FUND	4,021,256.	4,021,256.
ISHARES BARCLAYS TIPS BOND FUND	532,626.	532,626.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,553,882.	4,553,882.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LINDSEY WILLIAMS 5725 DELPHI DRIVE TROY, MI 48098	DIRECTOR/TRUSTEE 1.00	0.	0.	0.
KAREN L. HEALY 5725 DELPHI DRIVE TROY, MI 48098	CHAIRPERSON/TRUSTEE 1.00	0.	0.	0.
JANCIY MOSS 5725 DELPHI DRIVE TROY, MI 48098	SECRETARY 1.00	0.	0.	0.
JOHN STOWELL 5725 DELPHI DRIVE TROY, MI 48098	TRUSTEE 1.00	0.	0.	0.
KEITH STIPP 5725 DELPHI DRIVE TROY, MI 48098	TREASURER/TRUSTEE 1.00	0.	0.	0.
TRACY HENSLEY 5725 DELPHI DRIVE TROY, MI 48098	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

DELPHI FOUNDATION, INC

ATTACHMENT A - GRANTS PAID DURING THE YEAR
(Form 990-PF, Part XV, Item 3a)

For the Year Ended December 31, 2012

Organization	Address	Amount
Michigan Science Center	5020 John R, Detroit, MI 48202	\$ 100,000
F.I.R.S.T	200 Bedford Street, Manchester, NH 03101	83,000
SAE Foundation	400 Commonwealth Drive, Warrendale, PA 15096	50,000
National Society of Black Engineers	205 Daingerfield Road, Alexandria, VA 22314	40,000
Purdue University	6640 Intech Boulevard, Suite 120, Indianapolis, IN 46278	35,000
Society of Automotive Engineers	28535 Orchard Lake Road, Suite 200, Farmington Hills, MI 48334	30,000
Karmanos Cancer Institute	4100 John R, Detroit, MI 48201	25,000
SAE Foundation	402 Commonwealth Drive, Warrendale, PA 15096	25,000
Thunderbird	1 Global Place, Glendale, AZ 85306	25,000
United Way for Southeastern Michigan	1212 Griswold, Detroit, MI 48226	25,000
Kettering University	1700 West Third Avenue, Flint, MI 48504	20,000
Society of Automotive Engineers	400 Commonwealth Drive, Warrendale, PA 15096	20,000
United Way Howard County	210 West Walnut Street, Kokomo, IN 46901	20,000
American Red Cross	P O Box 37243, Washington, DC 20013	15,000
Automation Alley Fund	2675 Bellingham, Troy, MI 48083	15,000
Hospice of Michigan	400 Mack Avenue, Detroit, MI 48201	15,000
Michigan State University	300 Spartan Way, East Lansing, MI 48824	15,000
NABS Scholarship Fund	9896 High Meadow Drive, Superior Township, MI 48198	15,000
National Association of Black Scholars	9896 High Meadow Drive, Superior Township, MI 48198	15,000
Real Life 101 Scholarship Fund	P O Box 428, Troy, MI 48099	15,000
Society of Women Engineers	203 North LaSalle Street, Suite 1675, Chicago, IL 60601	15,000
United Way of Trumbull County	3601 Youngstown Road, S.E., Warren, OH 44484	15,000
Belle Isle Conservancy	22750 Woodward Avenue, Suite 304, Ferndale, MI 48220	12,000
American Cancer Society	20450 Civic Center Drive, Southfield, MI 48076	10,000
American Society for Engineering Education	1818 North Street, N.W., Suite 600, Washington, DC 20036	10,000
Avanzando	106 East 6th Street, Suite 900, Austin, TX 78701	10,000
Big Brothers Big Sisters of Metro Detroit	7700 Second Avenue, Suite 602, Detroit, MI 48202	10,000
Cornerstone Schools	6861 East Nevada, Detroit, MI 48234	10,000
Detroit Institute of Arts	5200 Woodward Avenue, Detroit, MI 48202	10,000
Focus HOPE	1355 Oakman Boulevard, Detroit, MI 48238	10,000
Michigan Economic Development Foundation	P O Box 13063, Lansing, MI 48901	10,000
MINDS	30233 Southfield Road, Suite 209, Southfield, MI 48076	10,000
Muscular Dystrophy Association	3636 North 124th Street, Suite 102, Wauwatosa, WI 53222	10,000
Music Hall Center for the Performing Arts	350 Madison Avenue, Detroit, MI 48226	10,000
National Action Council for Minority Engineering	440 Hamilton Avenue, Suite 302, White Plains, NY 10601	10,000
Oakland University School of Engineering	2200 North Squirrel Road, Rochester, MI 48309	10,000
Rose-Hulman Institute of Technology	5500 Wabash Avenue, Terre Haute, IN 47803	10,000
SAE Foundation	401 Commonwealth Drive, Warrendale, PA 15096	10,000
Society of Hispanic Engineers	1444 Duke Street, Alexandria, Virginia 22312	10,000
Stephen M. Ross School of Business	701 Tappan Street, Ann Arbor, MI 48109-1234	10,000
The Salvation Army	16130 Northland Drive, Southfield, MI 48075	10,000
United Way Greater Rochester	75 College Avenue, Rochester, NY 14607	10,000
University of Michigan - F.I.R.S.T	2000 LEC, 1221 Beal Avenue, Ann Arbor, MI 48109	10,000
American Institute for Contemporary German Studies	1755 Massachusetts, N.W., Suite 700, Washington, DC 20036	5,000
Boys & Girls Club of America	26777 Halstead, Suite 100, Farmington Hills, MI 48331	5,000
Crime Stoppers of Michigan	10900 Harper Avenue, Detroit, MI 48213	5,000
Eastern Niagara United Way	41 Main Street, Lockport, NY 14094	5,000
Great Lakes Council, BSA	1776 West Warren Avenue, Detroit, MI 48208	5,000
Green Energy Ohio	7870 Oletangy River Road, Suite 304, Columbus, OH 43235	5,000
Juvenile Diabetes Research Foundation	24359 Northwestern Highway, Suite 225, Southfield, MI 48075	5,000
The Links Foundation	P O Box 2184, Southfield, MI 48037	5,000
Thurgood Marshall College Fund	80 Maiden Lane, Suite 2204, New York, NY 10038	5,000
Troy Community Coalition	4420 Livernois, Troy, MI 48098	5,000
United Mitochondrial Disease Foundation	8085 Saltsburg Road, Suite 201, Pittsburgh, PA 15239	5,000
VIP Mentoring	28 West Adams, Suite 1310, Detroit, MI 48226	5,000
Henry Ford Estate - Fairlane	P O Box 1367, Dearborn, MI 48121	3,000
Haven	P O Box 431045, Pontiac, MI 48343	2,500
Judson Center	4410 West 13 Mile Road, Royal Oak, MI 48073	2,500
Troy Police and Fire Benevolent Association	500 West Big Beaver Road, Troy, MI 48084	2,500
Michigan Council of Women in Technology Foundation	P O Box 214585, Auburn Hills, MI 48321	1,250
Art Outreach Gallery	P O Box 1343, Warren, OH 44482	1,000
Indian American Student Association	56 Whitney Court, Troy, MI 48085	1,000
National Merit Scholarship Corporation	1560 Sherman Avenue, Suite 200, Evanston, IL 60201	1,000
Ohio Cancer Research	201 East 5th Street, Suite 900, Cincinnati, Ohio 45202	500
		\$ 920,250

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. DELPHI FOUNDATION, INC.	Employer identification number (EIN) or 38-3442971
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 5086	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TROY, MI 48098-5086	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

NANCY MOSS

- The books are in the care of ► **5725 DELPHI DRIVE - TROY, MI 48098**
Telephone No. ► **(248) 813-2531** FAX No. ► **(248) 813-3253**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	13,222.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	13,222.
Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	DELPHI FOUNDATION, INC.	38-3442971
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. BOX 5086	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	TROY, MI 48098-5086	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

NANCY MOSS

• The books are in the care of ▶ 5725 DELPHI DRIVE - TROY, MI 48098

Telephone No. ▶ (248) 813-2531

FAX No. ▶ (248) 813-3253

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NECESSARY TO COMPILE DATA FOR A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	13,222.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	13,222.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Nancy Moss Title ▶ C.P.A.

Date ▶ 8-14-13

Form 8868 (Rev. 1-2013)