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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ELIZABETH, ALLAN & WARREN SHELDEN FUND		A Employer identification number 38-6052198
Number and street (or P O box number if mail is not delivered to street address) 17152 KERCHEVAL	Room/suite	B Telephone number 313-881-2282
City or town, state, and ZIP code GROSSE POINTE, MI 48230		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 34,057,447.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		841,626.	841,626.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		37,819.			
b Gross sales price for all assets on line 6a	494,055.				
7 Capital gain net income (from Part IV, line 2)			37,819.		
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					
12 Total. Add lines 1 through 11		879,445.	879,445.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	1,825.	456.	0.	1,369.
c Other professional fees	STMT 3	65,948.	65,948.	0.	0.
17 Interest					
18 Taxes	STMT 4	25,723.	8,309.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	20.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		93,516.	74,713.	0.	1,369.
25 Contributions, gifts, grants paid		1,454,000.			1,529,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,547,516.	74,713.	0.	1,530,369.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<668,071.>			
b Net investment income (if negative, enter -0-)			804,732.		
c Adjusted net income (if negative, enter -0-)				0.	

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	30,573.	37,380.	37,380.
	2 Savings and temporary cash investments	922,450.	246,040.	246,040.
	3 Accounts receivable ▶ 102,745.		102,745.	102,745.
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 6	6,278,913.	6,122,677.	6,278,885.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	23,622,197.	23,622,197.	27,389,337.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	23,054.	3,060.	3,060.
	16 Total assets (to be completed by all filers)	30,877,187.	30,134,099.	34,057,447.
	17 Accounts payable and accrued expenses			
	18 Grants payable	75,000.		
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)	75,000.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	30,802,187.	30,134,099.	
	30 Total net assets or fund balances	30,802,187.	30,134,099.	
	31 Total liabilities and net assets/fund balances	30,877,187.	30,134,099.	

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	1 30,802,187.
(must agree with end-of-year figure reported on prior year's return)	2 <668,071.>
2 Enter amount from Part I, line 27a	3 0.
3 Other increases not included in line 2 (itemize) ▶	4 30,134,116.
4 Add lines 1, 2, and 3	5 17.
5 Decreases not included in line 2 (itemize) ▶ MISC ADJUSTMENT	6 30,134,099.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 494,055.		456,236.	37,819.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			37,819.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	37,819.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	1,547,213.	33,123,448.	.046711
2010	1,595,045.	31,642,420.	.050408
2009	1,660,700.	31,004,658.	.053563
2008	2,366,977.	36,298,423.	.065209
2007	2,158,834.	43,300,968.	.049856

2 Total of line 1, column (d)	2	.265747
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	.053149
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	33,214,388.
5 Multiply line 4 by line 3	5	1,765,312.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,047.
7 Add lines 5 and 6	7	1,773,359.
8 Enter qualifying distributions from Part XII, line 4	8	1,530,369.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	16,095.
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	16,095.
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	16,095.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,720.
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	18,720.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,625.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 2,625. Refunded <input type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SHELDEN OFFICE, LLC Telephone no. ► (313) 881-2282 Located at ► 17152 KERCHEVAL, GROSSE POINTE, MI ZIP+4 ► 48230			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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
WILLIAM W. SHELDEN, JR 17152 KERCHEVAL GROSSE POINTE, MI 48230	PRES, TREAS,	TRUSTEE		
DAVID M. HEMPSTEAD 17152 KERCHEVAL GROSSE POINTE, MI 48230	10.00	0.	0.	0.
TINA M. KRIZANIC 17152 KERCHEVAL GROSSE POINTE, MI 48230	SECRETARY, TRUSTEE			
SALLY S. SHELDEN 17152 KERCHEVAL GROSSE POINTE, MI 48230	2.00	0.	0.	0.
ASST. SECRETARY				
2.00	0.	0.	0.	
TRUSTEE				
2.00	0.	0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	33,700,392.
b	Average of monthly cash balances	1b	19,799.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	33,720,191.
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	33,720,191.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	505,803.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,214,388.
6	Minimum investment return. Enter 5% of line 5	6	1,660,719.

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	1,660,719.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,095.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,095.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,644,624.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,644,624.
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	1,644,624.

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	1,530,369.
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	1,530,369.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,530,369.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,644,624.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	551,124.			
c From 2009	126,196.			
d From 2010	95,626.			
e From 2011				
f Total of lines 3a through e	772,946.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,530,369.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,530,369.
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).)	114,255.			114,255.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	658,691.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	658,691.			
10 Analysis of line 9:				
a Excess from 2008	436,869.			
b Excess from 2009	126,196.			
c Excess from 2010	95,626.			
d Excess from 2011				
e Excess from 2012				

N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

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:

WILLIAM W. SHELDEN, JR, PRES, 313-881-2282
17152 KERCHEVAL, GROSSE POINTE, MI 48230

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

NO FORMAL APPLICATION PROCEDURE

c Any submission deadlines:

NONE, BUT PREFER NOVEMBER SUBMISSION PRIOR TO BOARD OF TRUSTEES MEETING.

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

NO AWARDS TO INDIVIDUALS.

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 Paid during the year				
COMMUNITY FOUNDATION FOR SE MI 333 W FORT, SUITE 2010 DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	115,000.
UNITED WAY 600 WOODWARD AVE, SUITE 300 DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	75,000.
ANGLERS OF THE AU SABLE P.O. BOX 200 GRAYLING, MI 49738	NONE	PUBLIC	UNRESTRICTED	5,000.
DUCKS UNLIMITED 1220 EISENHOWER PLACE ANN ARBOR, MI 48101	NONE	PUBLIC	UNRESTRICTED	20,000.
RUFFED GROUSE SOCIETY P.O. BOX 116 LAONA, WI 54541	NONE	PUBLIC	UNRESTRICTED	20,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,529,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Form 8868 (Rev. 1-2013)

Page 2

- 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
	ELIZABETH, ALLAN & WARREN SHELDEN FUND	38-6052198
	Number, street, and room or suite no. If a P.O. box, see instructions. 17152 KERCHEVAL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GROSSE POINTE, MI 48230	

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

04

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.

SHELDEN OFFICE, LLC

- The books are in the care of **17152 KERCHEVAL - GROSSE POINTE, MI 48230**

Telephone No. **(313) 881-2282**

FAX No. **(313) 881-2246**

- 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 NEEDED TO GATHER THE NECESSARY INFORMATION TO FILE 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	\$	18,720.
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	\$	18,720.
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 **W. W. Shelden** Title **PRESIDENT**

Date **8-9-2013**

Form 8868 (Rev. 1-2013)

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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	ELIZABETH, ALLAN & WARREN SHELDEN FUND	38-6052198
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	17152 KERCHEVAL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	GROSSE POINTE, MI 48230	

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

Application Is 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

SHELDEN OFFICE, LLC

- The books are in the care of ► **17152 KERCHEVAL - GROSSE POINTE, MI 48230**

Telephone No ► **(313) 881-2282** FAX No. ► **(313) 881-2246**

- 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	\$	18,720.
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	\$	18,720.
c 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.

ution. 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

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

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

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 13,690.473 SHS VANGUARD SHORT-TERM GRADE FUND		P	12/19/08	12/20/12
b 2,299.908 SHS VANGUARD SHORT-TERM GRADE FUND		P	08/31/09	12/20/12
c 28,627.835 SHS VANGUARD SHORT-TERM GRADE FUND		P	08/31/09	12/20/12
d CAPITAL GAINS DIVIDENDS				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 148,815.		132,113.	16,702.
b 25,000.		24,103.	897.
c 311,185.		300,020.	11,165.
d 9,055.			9,055.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			16,702.
b			897.
c			11,165.
d			9,055.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	37,819.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATURE CONSERVANCY 101 EAST GRAND RIVER LANSING, MI 48906	NONE	PUBLIC	UNRESTRICTED	25,000.
HURON PINES 501 NORWAY ST. GRAYLING, MI 49738	NONE	PUBLIC	UNRESTRICTED	20,000.
COLLEGE FOR CREATIVE STUDIES 201 EAST KIRBY DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	100,000.
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	10,000.
DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVE DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	30,000.
DETROIT ZOOLOGICAL SOCIETY 8450 W. 10 MILE RD. ROYAL OAK, MI 48067	NONE	PUBLIC	UNRESTRICTED	15,000.
HISTORIC ELMWOOD FOUNDATION 1200 ELMWOOD AVE DETROIT, MI 48207	NONE	PUBLIC	UNRESTRICTED	10,000.
GREENING OF DETROIT 1418 MICHIGAN AVE DETROIT, MI 48216	NONE	PUBLIC	UNRESTRICTED	5,000.
THE HENRY FORD 20900 OAKWOOD BLVD. DEARBORN, MI 48214	NONE	PUBLIC	UNRESTRICTED	70,000.
GROSSE POINTE FARMS FOUNDATION 90 KERBY RD. GROSSE POINTE, MI 48236	NONE	PUBLIC	UNRESTRICTED	10,000.
Total from continuation sheets				1,294,000.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW COMMON SCHOOL FOUNDATION 6861 E NEVADA DETROIT, MI 48234	NONE	PUBLIC	UNRESTRICTED	10,000.
UNIVERSITY LIGGETT SCHOOL 1045 COOK RD GROSSE POINTE, MI 48236	NONE	PUBLIC	UNRESTRICTED	130,000.
WAYNE STATE UNIVERSITY 2100 UNDERGRADUATE LIBRARY DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	10,000.
CHILDREN'S HOSPITAL OF MI FOUNDATION 3901 BEAUBIEN BLVD DETROIT, MI 48201	NONE	PUBLIC	UNRESTRICTED	75,000.
MCLAREN NORTHERN MICHIGAN FOUNDATION 360 CONNABLE AVE PETOSKEY, MI 49770	NONE	PUBLIC	UNRESTRICTED	10,000.
ST JOHN HEALTH FOUNDATION 22101 MOROSS RD, STE 102 DETROIT, MI 48236	NONE	PUBLIC	UNRESTRICTED	115,000.
HENRY FORD HEALTH SYSTEM ONE FORD PLACE, 5C DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	150,000.
MICHIGAN CANCER RESEARCH FUND 20450 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076	NONE	PUBLIC	UNRESTRICTED	10,000.
ADULT WELL-BEING SERVICES 1423 FIELD AVE DETROIT, MI 48214	NONE	PUBLIC	UNRESTRICTED	5,000.
AMERICAN RED CROSS P.O. BOX 44110 DETROIT, MI 48244	NONE	PUBLIC	UNRESTRICTED	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BALDWIN CENTER 212 BALDWIN AVE PONTIAC, MI 48342	NONE	PUBLIC	UNRESTRICTED	5,000.
CAPUCHIN CHARITIES 1820 MT ELLIOT DETROIT, MI 48207	NONE	PUBLIC	UNRESTRICTED	20,000.
COALITION ON TEMPORARY SHELTER 26 PETERBORO DETROIT, MI 48201	NONE	PUBLIC	UNRESTRICTED	60,000.
DETROIT EXECUTIVE SERVICES 16250 NORTHLAND, SUITE 390 SOUTHLAND, MI 48075	NONE	PUBLIC	UNRESTRICTED	5,000.
GREATER DETROIT AGENCY FOR THE BLIND 16625 GRAND RIVER AVE DETROIT, MI 48227	NONE	PUBLIC	UNRESTRICTED	5,000.
OLD NEWSBOY'S GOODFELLOW FUND P.O. BOX 44444 DETROIT, MI 48244	NONE	PUBLIC	UNRESTRICTED	15,000.
ROSE HILL CENTER 5130 ROSE HILL BLVD HOLLY, MI 48442	NONE	PUBLIC	UNRESTRICTED	5,000.
ACCOUNTING AID SOCIETY 7700 SECOND AVE, STE 314 DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	5,000.
MACOMB COUNTY WARMING CENTER P.O. BOX 53 ROSEVILLE, MI 48066	NONE	PUBLIC	UNRESTRICTED	5,000.
SERENITY SERVICES 5555 CONNER, STE 1017 A DETROIT, MI 48213	NONE	PUBLIC	UNRESTRICTED	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TURNING POINTE, INC P.O. BOX 1123 MT CLEMENS, MI 48046	NONE	PUBLIC	UNRESTRICTED	85,000.
MERCY EDUCATION PROJECT 1450 HOWARD STREET DETROIT, MI 48216	NONE	PUBLIC	UNRESTRICTED	5,000.
ALTERNATIVE FOR GIRLS 903 WEST GRAND BLVD. DETROIT, MI 48208	NONE	PUBLIC	UNRESTRICTED	10,000.
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFAIT DETROIT, MI 48207	NONE	PUBLIC	UNRESTRICTED	25,000.
DETROIT PUBLIC TV 1 CLOVER COURT WIXOM, MI 48393	NONE	PUBLIC	UNRESTRICTED	5,000.
FORGOTTEN HARVEST 21800 GREENFIELD RD OAK PARK, MI 48237	NONE	PUBLIC	UNRESTRICTED	25,000.
CROSSROADS OF MICHIGAN 2424 W. GRAND BLVD. DETROIT, MI 48208	NONE	PUBLIC	UNRESTRICTED	15,000.
HOLY CROSS CHILDREN'S SERVICES 5555 CONNER, STE 2244 DETROIT, MI 48213	NONE	PUBLIC	UNRESTRICTED	10,000.
BOY SCOUTS DETROIT AREA COUNCIL 1776 W WARREN AVE DETROIT, MI 48208	NONE	PUBLIC	UNRESTRICTED	15,000.
DETROIT INSTITUTE FOR CHILDREN 5447 WOODWARD AVE DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	25,000.
Total from continuation sheets				

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

Recipient •Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S CENTER 79 W ALEXANDRINE DETROIT, MI 48201	NONE	PUBLIC	UNRESTRICTED	25,000.
YMCA OF METROPOLITAN DETROIT 1401 BROADWAY BLVD, SUITE 3A DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	5,000.
BOYS HOPE GIRLS HOPE P.O. BOX 21085 DETROIT, MI 48221	NONE	PUBLIC	UNRESTRICTED	5,000.
GIRL SCOUTS OF SOUTHEASTERN MI 3011 WEST GRAND BLVD DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	15,000.
RACQUET UP DETROIT P.O. BOX 11404 DETROIT, MI 48211	NONE	PUBLIC	UNRESTRICTED	10,000.
NEIGHBORHOOD CLUB 240 CHALFONTE GROSSE POINTE, MI 48236	NONE	PUBLIC	UNRESTRICTED	10,000.
DAC FOUNDATION 241 MADISON AVE DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	25,000.
DENISON UNIVERSITY PO BOX 716 GRANVILLE, OH 43023	NONE	PUBLIC	UNRESTRICTED	3,000.
U OF D MERCY SCHOOL OF LAW 651 EAST JEFFERSON AVE DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	10,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	NONE	PUBLIC	UNRESTRICTED	1,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHWESTERN BANK	25,688.	0.	25,688.
NORTHWESTERN BANK	204,743.	9,055.	195,688.
NORTHWESTERN BANK-US OBLIGATIONS	1,360.	0.	1,360.
VANGUARD MARKETING CORPORATION	618,580.	0.	618,580.
VANGUARD-PRIME MNY MKT	310.	0.	310.
TOTAL TO FM 990-PF, PART I, LN 4	850,681.	9,055.	841,626.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,825.	456.	0.	1,369.
TO FORM 990-PF, PG 1, LN 16B	1,825.	456.	0.	1,369.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	44,868.	44,868.	0.	0.
BANK INVESTMENT FEES	21,080.	21,080.	0.	0.
PO FORM 990-PF, PG 1, LN 16C	65,948.	65,948.	0.	0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	17,414.	0.	0.	0.	
FOREIGN TAXES	8,309.	8,309.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	25,723.	8,309.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE OF MI FILING FEES	20.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	20.	0.	0.	0.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
GOLDMAN SACHS GROUP, INC-5.15% DUE 1/15/14	261,650.	260,728.		
JP MORGAN CHASE CO-5.125% DUE 9/15/14	247,210.	265,885.		
VANGUARD GNMA FUND	3,072,940.	3,142,843.		
VANGUARD HIGH YIELD CORP FUND ADMIRAL SHARES	400,000.	410,426.		
VANGUARD SHORT TERM INVESTMENT GRADE FUND	2,140,877.	2,199,003.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,122,677.	6,278,885.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HARBOR COMMODITY REAL RETURN FUND	COST	203,996.	202,534.
ISHARES RUSSELL 2000 VALUE INDEX FUND	COST	3,213,864.	4,017,132.
SPDR S&P ETF FUND	COST	11,436,366.	14,319,326.
VANGUARD FTSE ALL WORLD	COST	3,770,834.	3,591,375.
VANGUARD FTSE ALL WORLD EX US SMALL CAP	COST	1,250,399.	1,145,214.
VANGUARD MID CAP ETF	COST	3,746,738.	4,113,756.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,622,197.	27,389,337.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX REFUNDABLE	23,054.	3,060.	3,060.
TO FORM 990-PF, PART II, LINE 15	23,054.	3,060.	3,060.