FLEFOUND 02/12/2013 11 29 AM

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: Edward I. Fleischman Foundation

A Employer identification number: 38-6091812

Number and street (or P O box number if mail is not delivered to street address): 21700 Northwestern Highway

Room/suite: 1160

B Telephone number (see instructions): 248-559-1800

City or town, state, and ZIP code: Southfield MI 48075

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 [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,274,436

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	791	791		
	4	Dividends and interest from securities	29,791	29,791		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-11,088			
	b	Gross sales price for all assets on line 6a 216,885				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Stmt 1	3,294	3,294		
	12	**Total.** Add lines 1 through 11	22,788	33,876	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	7,900			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	1,351	1,006		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	357	357		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,608	1,363	0	0
	25	Contributions, gifts, grants paid See Statement 5	115,348			115,348
	26	**Total expenses and disbursements.** Add lines 24 and 25	124,956	1,363	0	115,348
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-102,168			
	b	**Net investment income** (if negative, enter -0-)		32,513		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	154,253	191,482	191,482
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) See Stmt 6	2,050,691	1,970,324	2,081,272
c	Investments – corporate bonds (attach schedule) See Stmt 7	58,705		
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶ See Statement 8)	2,007	1,682	1,682
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	2,265,656	2,163,488	2,274,436
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,265,656	2,163,488	
30	Total net assets or fund balances (see instructions)	2,265,656	2,163,488	
31	Total liabilities and net assets/fund balances (see instructions)	2,265,656	2,163,488	

Lines 1–16: Assets; lines 17–23: Liabilities; lines 24–31: Net Assets or Fund Balances

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	2,265,656
2	Enter amount from Part I, line 27a	2	-102,168
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,163,488
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,163,488

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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				

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	-11,088
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	210

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	95,458	2,253,141	0.042367
2010	79,000	1,874,620	0.042142
2009	88,577	1,344,946	0.065859
2008	77,949	1,834,310	0.042495
2007	92,293	2,089,121	0.044178

2 **Total** of line 1, column (d)	2	0.237041
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047408
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,099,652
5 Multiply line 4 by line 3	5	99,540
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	325
7 Add lines 5 and 6	7	99,865
8 Enter qualifying distributions from Part XII, line 4	8	115,348

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	325
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	325
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	325
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,007		
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	2,007
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	1,682
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,682 Refunded ▶			11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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? N/A	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) ▶ 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

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CSD Advisors, PLLC Telephone no ▶ 734-591-1250
17177 N. Laurel Park Dr., Suite 405
Located at ▶ Livonia MI ZIP+4 ▶ 48152

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 |

			Yes	No
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		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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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

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

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

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

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

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

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

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

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** No: 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 (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Marvin Fleischman 494 Dunston	Bloomfield Hills MI 48013	President 1.00	0	0	0
Steven Robinson 29844 High Valley Court	Farmington Hills MI 48331	Secretary 1.00	0	0	0
Jeffrey Fleischman 4910 Peggy St.	West Bloomfield MI 48322	Trustee 1.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	1,977,554
b	Average of monthly cash balances		1b	152,390
c	Fair market value of all other assets (see instructions)		1c	1,682
d	**Total** (add lines 1a, b, and c)		1d	2,131,626
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	2,131,626
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	31,974
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,099,652
6	**Minimum investment return.** Enter 5% of line 5		6	104,983

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	104,983
2a	Tax on investment income for 2012 from Part VI, line 5	2a 325		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	325
3	Distributable amount before adjustments Subtract line 2c from line 1		3	104,658
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	104,658
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	104,658

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	115,348
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	115,348
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	325
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	115,023

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					104,658
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				32,365	
b Total for prior years 20____ , 20____ , 20____					
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					
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 115,348					
a Applied to 2011, but not more than line 2a				32,365	
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					82,983
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					21,675
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a					
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					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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))

N/A

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
See Statement 9				115,348
Total			▶ 3a	115,348
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	791	
4 Dividends and interest from securities			14	29,791	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,294	
8 Gain or (loss) from sales of assets other than inventory			14	-11,088	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		22,788	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 22,788

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

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

Signature of officer or trustee: [signature] Date: 12-13-2013 Title: Secretary

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Robert K. Bublitz	[signature]	02/12/13	
Firm's name ▶ CSD Advisors, PLLC		PTIN	P01216963
Firm's address ▶ 17177 N. Laurel Park Dr., Suite 405		Firm's EIN ▶	20-3902473
Livonia, MI 48152		Phone no	734-591-1250

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

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

Name	Employer Identification Number
Edward I. Fleischman Foundation	38-6091812

	(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)
(1)	.993 Suncoke Energy Inc	P	09/16/08	01/17/12
(2)	5000 PBS on Russell 2000	P	04/23/07	04/27/12
(3)	1278 General Maritime Corp	P	05/14/07	05/24/12
(4)	124.815 Motorola Mobility Hldgs	P	11/10/05	05/22/12
(5)	62.407 Motorola Mobility Hldgs	P	11/28/05	05/22/12
(6)	149.778 Motorola Mobility Hldgs	P	08/05/10	05/22/12
(7)	Sunoco Inc	P	Various	09/27/12
(8)	Sunoco Inc	P	Various	09/27/12
(9)	1800 Focus Media Hldg Ltd Spons ADR	P	Various	10/04/12
(10)	10000 GMAC 6 7/8 10-15-12	P	05/04/05	10/15/12
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	13		11	2
(2)	50,000		50,000	
(3)			25,396	-25,396
(4)	4,993		10,142	-5,149
(5)	2,496		5,348	-2,852
(6)	5,991		4,142	1,849
(7)	98,468		56,933	41,535
(8)	1,755		1,545	210
(9)	43,169		65,751	-22,582
(10)	10,000		8,705	1,295
(11)				
(12)				
(13)				
(14)				
(15)				

	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))
(1)				2
(2)				
(3)				-25,396
(4)				-5,149
(5)				-2,852
(6)				1,849
(7)				41,535
(8)				210
(9)				-22,582
(10)				1,295
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Royalty income-pub.trd secty	$ 3,294	$ 3,294	$
Total	$ 3,294	$ 3,294	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	$ 7,900	$	$	$
Total	$ 7,900	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Michigan Annual Return	$ 20	$	$	$
Foreign Withholding Tax	1,006	1,006		
Fed Excise Tax -2012	325			
Total	$ 1,351	$ 1,006	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Investment service charges	357	357		
Total	$ 357	$ 357	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
20,000					12/19/12
1,500					3/15/12
21,500					12/19/12
1,000					7/03/12
1,000					4/26/12
1,000					7/03/12
1,000					7/03/12
48,000					3/15/12
1,000					4/26/12
1,500					8/08/12
1,000					8/22/12
500					8/17/12
1,240					5/11/12
5,150					10/04/12
2,118					7/25/12
500					9/06/12
800					10/31/12
5,000					11/09/12
1,000					6/01/12

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 2,050,691	$ 1,970,324	Cost	$ 2,081,272
Total	$ 2,050,691	$ 1,970,324		$ 2,081,272

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 58,705	$	Cost	$
Total	$ 58,705	$ 0		$ 0

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Excise tax deposit	$ 2,007	$ 1,682	$ 1,682
Total	$ 2,007	$ 1,682	$ 1,682

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
Congreg. Shaarey Zedek Southfield MI 48075	27375 Bell Road	Pub.Charity	Unrestricted Contribution	20,000
Yad Ezra Berkley MI 48072	2850 N. 11 Mile Rd.	Pub. Charity	Unrestricted Contribution	1,500
Jewish Federation of Detr Bloomfield Hills MI 48301	6735 Telegraph	Pub. Charity	Unrestricted Contribution	21,500
JARC Farmington HIlls MI 48334	30301 Northwestern #100	Pub. Charity	Unrestricted Contribution	1,000
American Heart Southfield, MI 48076	16310 W 12 Mile Rd	Pub. Charity	Unrestricted Contribution	1,000
U of M Hillel Ann Arbor MI 48104	1429 Hill Street	Pub. Charity	Unrestricted Contribution	1,000
MSU Hillel East Lansing MI 48823	360 Charles	Pub. Charity	Unrestricted Contribution	1,000
Jewish Senior Life West Bloomfield MI 48322	6710 West Maple Road	Pub. charity	Unrestricted Contribution	48,000
Race-Cure-Susan G. Komen Detroit MI		Pub. Charity	Unrestricted Contribution	1,000
Jewish Theological Seminary Bloomfield Hill MI 48301	6735 Telegraph, Suite 310	Pub. Charity	Unrestricted Contribution	540
JCYS Chicago IL 60602	180 W. Washington	Pub. Charity	Unrestricted Contribution	1,500
Friendship Circle West Bloomfield MI 48322	6892 West Maple	Pub. Charity	Unrestricted Contribution	1,000
C.S. Mott Childrens Hospital Ann Arbor MI 48104	1000 Oak Brook Dr # 100	Pub. Charity	Unrestricted Contribution	500
Jewish Senior Life West Bloomfield MI 48322	6710 West Maple Road	Pub Charity	Unrestricted Contribution	1,240
Congregation Shaarey Zedek Southfield MI 48034	27375 Bell Road	Pub Charity	Unrestricted Contribution	5,150
Auxillary Jewish Senior Life West Bloomfield MI 48322	6710 West Maple	Pub Charity	Unrestricted Contribution	2,118
American Cancer Southfield MI 48076	Civic Center Dr.	Pub Charity	Unrestriced Contribution	500

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
Holocaust Memorial Center Farmington Hills MI 48334	28123 Orchard Lake Rd,	Pub Charity	Unrestriced Contribution	800
JFNA Hurricane Relief Fund New York NY 10268	Wall Str. Sttn, PO Bx 148	Pub Charity	Unrestriced Contribution	5,000
Friendship Circle West Bloomfield MI	6892 West Maple	Pub Charity	Unrestricted Contribution	1,000
Total				115,348

Federal Statements

Taxable Interest on Investments

Description		Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
First Place Bank	$	33		14		
Merrill Lynch		29		14		
Morgan Stanley		729		14		
Total	$	791				

Taxable Dividends from Securities

Description		Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
Dividends Morgan Stanley	$	22,522		14		
Dividends Merril Lynch		7,269		14		
Total	$	29,791				

Other Investment Income

Description		Amount	Unrelated Business Code	Exclusion Code	Postal Code
Royalty income-pub.trd secty	$	3,294		14	
Total	$	3,294			

SUPPLEMENTAL SCHEDULE-CORPORATE STOCKS
E I Fleischman Foundation
At December 31 2012

EIN 38-6091812

Shares		Book Value December 31, 2012	Fair Market Value December 31, 2012
6,000	ATMEL CORP	$87,978	$39,300
2,000	ADVANCED MICRO DEVICES	31,591	4,800
5,000	ALCOA INC	42,853	43,400
3,810	BLACKSTONE GROUP LP	55,626	59,395
1,000	CAMECO CORP	39,771	19,720
1,000	CANADIAN OIL SANDS TRUST	33,454	20,340
1,000	CBOE HOLDINGS	25,245	29,460
12,000	CEPHEID INC	62,899	406,320
30,000	CERUS CRP	101,516	94,800
1,500	CISCO SYS INC	22,759	29,474
4,000	CELLCOM ISRAEL LTD	98,715	33,120
23,000	COMPUGEN LTD	86,802	113,160
500	COMSCORE INC	16,390	6,890
25,000	CURIS INC	93,685	85,750
261	DIRECT TV GROUP HOLDINGS	-	13,092
1,000	EMC CORP MASS	22,665	25,300
8,000	FORD MOTOR COMPANY	63,336	103,600
1,000	GENERAL MOTORS CO	33,000	28,830
2,000	HARRIS & HARRIS GROUP	25,113	6,600
5,577	HUGOTON ROYALTY TRUST	118,247	40,771
2,100	JDS UNIPHASE CP NEW	33,651	28,350
1,500	LAS VEGAS SANDS CORPORATION	53,939	69,240
4,000	LRAD CORPORATION	27,857	4,400
458	MARATHON OIL CO	16,116	14,048
221	MARATHON PETROLEUM CORP	10,186	13,923
1,000	MORGAN STANLEY EMERGING MARKETS-mutual fund	16,721	16,840
385	MOTOROLA SOLUTIONS	26,704	21,437
1,012	NORDIC AMERICAN TNKER SHIPPING	30,380	9,831
10,000	OILSANDS QUEST INC	51,724	45
400	PARAMETRIC SOUND CORP	-	2,756
5,606	PFIZER INC	112,674	140,603
5,000	PIONEER ENERGY SVCS CORP	33,593	36,300
1,125	SUNCOKE ENERGY INC	11,183	17,539
2,000	SUNPOWER CORP CL A	48,143	11,240
5,489	TESORO PETROLEUM CP	110,693	241,791
875	UNITED STATES NATURAL GAS FUND	52,089	16,537
2,100	VALE S A	69,698	44,016
1,000	INVESTCO DYNAMIC-mutual fund	16,550	12,480
	Basis differential	11,004	
	PEERLESS DISTRIBUTING COMPANY-preferred stock	175,774	175,774
	TOTAL EQUITY SECURITIES	$ 1,970,324	$ 2,081,272

SUPPLEMENTAL SCHEDULE-CORPORATE BONDS
Form 990 PF
E.I. Fleischman Foundation

EIN: 38-6091812

At December 31, 2012

Descrption	Book Value at December 31, 2012	Fair Market Value December 31, 2012
Total Investment-Corporate Bonds	$0	$0

SUPPLEMENTAL SCHEDULE-CORPORATE STOCKS
E I Fleischman Foundation
At December 31 2011

EIN 38-6091812

Shares		Book Value December 31, 2011	Fair Market Value December 31, 2011
6,000	ATMEL CORP	$87,978	$48,600
2,000	ADVANCED MICRO DEVICES	31,591	10,800
3,685	BLACKSTONE GROUP LP	54,042	51,629
1,000	CAMECO CORP	39,771	18,050
1,000	CANADIAN OIL SANDS TRUST	33,454	22,799
1,000	CBOE HOLDINGS	25,245	25,860
12,000	CEPHEID INC	62,899	412,920
30,000	CERUS CRP	101,516	84,000
1,500	CISCO SYS INC	22,759	27,120
4,000	CELLCOM ISRAEL LTD	98,715	67,600
23,000	COMPUGEN LTD	86,802	115,118
500	COMSCORE INC	16,390	10,600
25,000	CURIS INC	93,685	117,000
261	DIRECT TV GROUP HOLDINGS	-	11,160
1,000	EMC CORP MASS	22,665	21,540
1,800	FOCUS MEDIA HLDG LTD SPONS ADR	65,751	35,082
8,000	FORD MOTOR COMPANY	63,336	86,080
1,278	GENERAL MARITIME CORP	25,396	19
1,000	GENERAL MOTORS CO	33,000	20,270
2,000	HARRIS & HARRIS GROUP	25,113	6,920
5,270	HUGOTON ROYALTY TRUST	114,953	99,279
2,100	JDS UNIPHASE CP NEW	33,651	21,924
1,500	LAS VEGAS SANDS CORPORATION	53,939	64,095
4,000	LRAD CORPORATION	27,857	5,960
438	MARATHON OIL CO	15,809	13,101
221	MARATHON PETROLEUM CORP	10,186	7,357
1,000	MORGAN STANLEY EMERGING MARKETS-mutual fund	16,721	14,150
337	MOTOROLA	19,632	13,076
385	MOTOROLA	26,704	17,822
1,012	NORDIC AMERICAN TNKER SHIPPING	30,237	12,134
10,000	OILSANDS QUEST INC	51,724	1,550
2,000	PARAMETRIC SOUND CORP	-	1,400
5,396	PFIZER INC	107,853	116,772
2,091	SUNOCO INC	68,393	87,072
2,000	SUNPOWER CORP CL A	48,143	12,460
5,452	TESORO PETROLEUM CP	109,219	127,365
3,500	UNITED STATES NATURAL GAS FUND	52,089	22,610
2,100	VALE S A	69,698	45,045
1,000	VAN KAMPEN DYNAMIC-mutual fund	16,550	10,570
	Basis differential	11,451	
	Other rounding	-	
	PEERLESS DISTRIBUTING COMPANY-preferred stock	175,774	175,774
	TOTAL EQUITY SECURITIES	$ 2,050,691	$ 2,062,683

SUPPLEMENTAL SCHEDULE-CORPORATE BONDS
Form 990 PF
E.I. Fleischman Foundation

EIN: 38-6091812

At December 31, 2011

Descrption	Book Value at December 31, 2011	Fair Market Value December 31, 2011
10,000GMAC 6 7/8, 10/15/12	$8,705	$9,932
5.000 PTD-B-W-S/RUSSELL 2000, 4/27/12	50,000	49,150
Total Investment-Corporate Bonds	$58,705	$59,082