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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE CARLS FOUNDATION		A Employer identification number 38-6099935	
Number and street (or P O box number if mail is not delivered to street address) 6001 N ADAMS ROAD NO 215		B Telephone number (see instructions) (248) 434-5512	
City or town, state, and ZIP code BLOOMFIELD HILLS, MI 48304		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 112,282,382		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <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.	2,754,451	2,754,451		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,632,396			
	b Gross sales price for all assets on line 6a _____ 105,952,149				
	7 Capital gain net income (from Part IV, line 2)		5,632,396		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	8,386,847	8,386,847		
	13 Compensation of officers, directors, trustees, etc	132,150	0		132,150
	14 Other employee salaries and wages	140,000	0		140,000
	15 Pension plans, employee benefits	177,906	0		177,906
	16a Legal fees (attach schedule)	1,000	333		667
	b Accounting fees (attach schedule)	25,000	8,333		16,667
	c Other professional fees (attach schedule)	447,110	447,110		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	137,259	0		19,259
	19 Depreciation (attach schedule) and depletion . . .	4,674	0		
	20 Occupancy	33,916	0		33,916
	21 Travel, conferences, and meetings	3,224	0		3,224
	22 Printing and publications	1,381	0		1,381
	23 Other expenses (attach schedule)	59,974	0		59,974
	24 Total operating and administrative expenses. Add lines 13 through 23	1,163,594	455,776		585,144
	25 Contributions, gifts, grants paid	4,826,811			4,826,811
	26 Total expenses and disbursements. Add lines 24 and 25	5,990,405	455,776		5,411,955
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,396,442			
	b Net investment income (if negative, enter -0-)		7,931,071		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	151,325	122,838	122,838
	2	Savings and temporary cash investments	3,301,279	5,124,860	5,124,860
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	11,437,301	<input checked="" type="checkbox"/> 13,370,672	13,405,466
	b	Investments—corporate stock (attach schedule)	54,191,796	<input checked="" type="checkbox"/> 55,239,434	67,025,980
	c	Investments—corporate bonds (attach schedule).	13,326,998	<input checked="" type="checkbox"/> 10,125,314	13,110,651
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,521,689	<input checked="" type="checkbox"/> 15,335,841	13,479,437
	14	Land, buildings, and equipment basis ▶ _____ 67,439 Less accumulated depreciation (attach schedule) ▶ _____ 54,289	5,818	<input checked="" type="checkbox"/> 13,150	13,150
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	96,936,206	99,332,109	112,282,382	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 601	<input checked="" type="checkbox"/> 62	
	23	Total liabilities (add lines 17 through 22)	601	62	
Net Assets or Fund Balances	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	96,935,605	99,332,047	
	30	Total net assets or fund balances (see page 17 of the instructions)	96,935,605	99,332,047	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	96,936,206	99,332,109	

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	96,935,605
2	Enter amount from Part I, line 27a	2	2,396,442
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	99,332,047
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	99,332,047

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)
1 a	INVESTMENTS- COMERICA TRUST	P		2012-06-30
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 105,952,149		100,319,753	5,632,396
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			5,632,396
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	5,632,396
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	

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 page 18 of 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	5,408,924	109,333,986	0 049472
2010	5,034,591	102,786,864	0 048981
2009	4,445,204	92,492,949	0 048060
2008	5,255,119	110,249,627	0 047666
2007	6,249,522	125,847,883	0 049659

2	Total of line 1, column (d).	2	0 243838
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 048768
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	109,830,837
5	Multiply line 4 by line 3.	5	5,356,230
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	79,311
7	Add lines 5 and 6.	7	5,435,541
8	Enter qualifying distributions from Part XII, line 4.	8	5,411,955

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	158,621
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	158,621
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	158,621
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	169,033	
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	169,033
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	10,412
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 10,412	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW CARLSFDN ORG				
14	The books are in care of ▶ELIZABETH A STIEG	Telephone no ▶(248) 434-5512		
Located at ▶6001 N ADAMS ROAD SUITE 215 BLOOMFIELD HILLS MI		ZIP +4 ▶48304		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶		15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
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?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?

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?

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

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?

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
See Additional Data Table				

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
KATHLEEN M SHAY	OFFICE MGR	70,769	10,725	0
6001 N ADAMS ROAD STE 215 BLOOMFIELD HILLS, MI 48304	40 00			
KATHY A STENMAN	PROGRAM OFFICER	70,769	10,725	0
6001 N ADAMS ROAD STE 215 BLOOMFIELD HILLS, MI 48304	40 00			

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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	107,252,022
b	Average of monthly cash balances.	1b	4,251,366
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	111,503,388
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	111,503,388
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,672,551
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	109,830,837
6	Minimum investment return. Enter 5% of line 5.	6	5,491,542

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	5,491,542
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	158,621
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	158,621
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,332,921
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,332,921
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	5,332,921

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	5,411,955
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	5,411,955
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,411,955
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				5,332,921
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	66,823			
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.	77,463			
f Total of lines 3a through e.	144,286			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,411,955				
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.				5,332,921
e Remaining amount distributed out of corpus	79,034			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	223,320			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	66,823			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	156,497			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .	77,463			
e Excess from 2012. . . .	79,034			

Part XIVPrivate 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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

ELIZABETH A STIEG EXECUTIVE DIRECTO
6001 N ADAMS ROAD STE 215
BLOOMFIELD HILLS, MI 48304
(248) 434-5512

b

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

NO FORMAL APPLICATION OR REQUEST FORM IS REQUIRED

c

Any submission deadlines

THERE ARE NO DEADLINES FOR SUBMISSION OF REQUESTS

d

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

THE FOUNDATION HAS A BROADLY DEFINED CHARITABLE PURPOSE BUT THE ORGANIZATION'S PRIMARY FOCUS IS CHILDREN'S HEALTH & WELFARE (PRIMARILY IN MI), PRESERVATION OF NATURAL AREAS AND OPEN SPACES, AND HISTORICAL BUILDINGS THE FOUNDATION DOES NOT PROVIDE GRANTS TO INDIVIDUALS, FOR ENDOWMENTS, PUBLICATIONS, CONFERENCES, SEMINARS, FILM, FELLOWSHIPS, EDUCATION, LOANS, TRAVEL, RESEARCH, PLAYGROUND OR ATHLETIC FACILITIES OR UNDERWRITE RELATED EVENTS

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	4,826,811
b Approved for future payment See Additional Data Table				
Total			3b	6,234,131

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	2,754,451	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	5,632,396	
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		8,386,847	0
13	Total. Add line 12, columns (b), (d), and (e).			13	8,386,847	

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2013-06-07	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00063640
	CATHLEEN S LORENZ CPA	CATHLEEN S LORENZ CPA	2013-06-07		
	Firm's name <input type="checkbox"/>	GODFREY HAMMEL DANNEELS & CO PC		Firm's EIN <input type="checkbox"/> 38-1878652	
		21420 GREATER MACK AVENUE			
Firm's address <input type="checkbox"/>	ST CLAIR SHORES, MI 480802353		Phone no (586) 772-8100		

Form 990PF Part VIII Line 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
ELIZABETH A STIEG	PRESIDENT/EXECUTIVE DIRECTOR 40 00	119,400	17,820	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				
HENRY FLEISCHER	VICE PRESIDENT/TRUSTEE 1 00	2,250	0	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				
TERESA R KRIEGER	TRUSTEE 1 00	1,500	0	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				
ROBERT A SAJDAK	TRUSTEE 1 00	1,500	0	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				
DR HOMER E NYE	TRUSTEE 1 00	2,250	0	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				
EDWARD C STIEG	TRUSTEE 1 00	2,250	0	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				
TERESA KRIEGER-BURKE PHD	ADVISORY BOARD 1 00	1,000	0	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				
BRUCE M FLEISCHER PHD	ADVISORY BOARD 1 00	1,000	0	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				
DONALD A DELONG ESQ	ADVISORY BOARD 1 00	1,000	0	0
6001 N ADAMS ROAD NO 215 BLOOMFIELD HILLS,MI 48304				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALTERNATIVES FOR GIRLS 903 W GRAND BOULEVARD DETROIT, MI 48208	NONE	PUBLIC CHARITY	SUPPORT FOR VULNERABLE CHILDREN'S PROJECT, BY HIRING A FULL TIME CLINICIAN TO ADDRESS THE MENTAL HEALTH NEEDS OF THE CHILDREN RESIDING IN THE SHELTER AND SURROUNDING COMMUNITY	60,000
BARBARA ANN KARMANOS CANCER INSTITUTE 4100 JOHN R DETROIT, MI 48201	NONE	PUBLIC CHARITY	SUPPORT THE STEM CELL PROCESSING LAB & JP MCCARTY CORD STEM CELL BANK	80,000
BETHANY CHRISTIAN SERVICES 901 EASTERN AVENUE GRAND RAPIDS, MI 49501	NONE	PUBLIC CHARITY	FUNDING FOR THE MEDICAL LIAISON, ADVOCACY AND EDUCATION PROGRAM FOR REFUGEE CHILDREN AND THEIR FAMILIES	50,000
CHILDREN'S LEUKEMIA FOUNDATION OF MICHIGAN 5455 CORPORATE DRIVE STE 306 TROY, MI 48098	NONE	PUBLIC CHARITY	TO INCREASE PATIENT SERVICES STAFF, TRANSLATE STEPPING STONES MANUAL INTO SPANISH, AND TEEN RESPITE PROGRAM	36,836
CHIPPEWA WATERSHED CONSERVANCY PO BOX 896 MT PLEASANT, MI 48804	NONE	NATURE CONSERVATION	ACQUISITION OF 40 ACRES ON HALL'S LAKE AS A PRESERVE FOR HABITAT PRESERVATION AND PUBLIC ACCESS	60,000
CHRIST CHILD SOCIETY OF DETROIT 15751 JOY ROAD DETROIT, MI 48228	NONE	PUBLIC CHARITY	PROGRAM SUPPORT FOR RESIDENTIAL FACILITY FOR CHILDREN WHO HAVE BEEN VICTIMS OF SEVERE EMOTIONAL, PHYSICAL AND SEXUAL ABUSE, AND NEGLECT	50,000
COALITION ON TEMPORARY SHELTER 26 PETERBORO DETROIT, MI 48201	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENTS TO THE WEST GRAND BOULEVARD TRANSITIONAL LIVING FACILITY	75,000
CONSTANCE BROWN HEARING CENTERS 1634 GULL ROAD KALAMAZOO, MI 49204	NONE	PUBLIC CHARITY	PURCHASE OF REPLACEMENT AUDIOLOGY EQUIPMENT	50,000
COVENANT COMMUNITY CARE INC 559 W GRAND BOULEVARD DETROIT, MI 48216	NONE	PUBLIC CHARITY	EXPANSION OF PEDIATRIC DENTAL SERVICES THROUGH MOBILE DENTISTRY AND EXPANSION OF CURRENT CLINIC TO SERVE ADDITIONAL CHILDREN	100,000
DETROIT CRISTO REY HIGH SCHOOL 5679 W VERNOR HIGHWAY DETROIT, MI 482092157	NONE	PUBLIC SCHOOL	EXPANSION OF PROGRAM TO INCLUDE TWO WORK-STUDY POSITIONS AT COVENANT COMMUNITY CARE	52,000
DETROIT RESCUE MISSION MINISTRIES 150 STIMSON DETROIT, MI 48231	NONE	PUBLIC CHARITY	REMOVAL AND REPLACEMENT OF THE WILDWOOD RANCH NATURE FACILITY	98,500
DETROIT SCIENCE CENTER 5020 JOHN R ST DETROIT, MI 48202	NONE	PUBLIC CHARITY	PRODUCTION AND POST-PRODUCTION COSTS FOR THREE TOYOTA ENGINEERING THEATER SHOWS	120,000
FORGOTTEN HARVEST 21800 GREENFIELD OAK PARK, MI 48237	NONE	PUBLIC CHARITY	LEADERSHIP GIFT TO INCREASE DISTRIBUTION TO 36 MILLION POUNDS OF FOOD BY THE END OF FISCAL YEAR 2012-2014	250,000
GRAND TRAVERSE REGIONAL LAND CONSERVANCY 3860 NORTH LONG LAKE RD STE D TRAVERSE CITY, MI 49684	NONE	NATURE CONSERVATION	LEADERSHIP GRANT OF \$1 5 MILLION OVER SIX YEARS AT \$250,000 PER YEAR FOR THE PROTECTION OF PYATT LAKE PRESERVE	250,000
HEART OF THE LAKES CENTER FOR LAND CONSERVATION POLICY 300 NORTH BRIDGE STREET GRAND LEDGE, MI 48837	NONE	NATURE CONSERVATION	PROGRAM TO IDENTIFY KEY STAKEHOLDERS AND INITIATE JOINT LAND PROTECTION PROJECTS TO RAISE VISIBILITY OF THE LAND CONSERVANCIES OF SE MI COLLABORATION	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HENRY FORD HEALTH SYSTEM 1 FORD PLACE DETROIT,MI 48202	NONE	PUBLIC CHARITY	EQUIPMENT FOR AND RENOVATIONS OF THE NEONATAL INTENSIVE CARE UNIT AT HENRY FORD (NICU) HOSPITAL TO BE RENAMED THE CARLS FOUNDATION NICU	400,000
HOPE MEDICAL CLINIC PO BOX 980311 YPSILANTI,MI 48198	NONE	PUBLIC CHARITY	EXPANSION OF SERVICES TO ADDRESS THE UNMET NEEDS FOR MEDICAL CARE AMONG LOW-INCOME UNINSURED INDIVIDUALS	81,718
JACKSON AUDUBON SOCIETY PO BOX 6453 GRASS LAKE,MI 49240	NONE	NATURE CONSERVATION	PURCHASE 48 ACRE PARCEL TO PRESERVE THE MUD LAKE MARSH AT THE PHYLLIS HAEHNLE MEMORIAL SANCTUARY	20,000
LAND CONSERVANCY OF WEST MICHIGAN 1345 MONROE AVENUE GRAND RAPIDS,MI 49505	NONE	NATURE CONSERVATION	PURCHASE OF THE 24 ACRE PROPERTY KNOWN AS FLOWER CREEK DUNES FOR PERMANENT PROTECTION AS A NATURE PRESERVE	50,000
LAND TRUST ALLIANCE 1660 L STREET NW SUITE 1100 WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	SUPPORT FOR PHASE TWO OF THE ADVANCING CONSERVANCY EXCELLENCE PROGRAM TO STRENGTHEN MICHIGAN LAND CONSERVANCIES	100,000
LEELANAU LAND CONSERVANCY 105 NORTH FIRST STREET LELAND,MI 49654	NONE	NATURE CONSERVATION	LAND GRANT TO PROTECT NATURAL LANDS IN LEELANAU COUNTY	250,000
MICHIGAN TECHNOLOGICAL UNIVERSITY 1400 TOWNSEND DRIVE HOUGHTON,MI 49932	NONE	PUBLIC UNIVERSITY	SUPPORT ANNUAL MERIT & FINANCIAL NEEDS FOR STUDENTS	20,464
NORTH MICHIGAN REGIONAL HOSPITAL FOUNDATION 360 CONNABLE AVENUE PETOSKEY,MI 49770	NONE	PUBLIC CHARITY	SOUND BEGINNINGS, AN EARLY HEARING DETECTION AND INTERVENTION PROGRAM BENEFITING NORTHERN MICHIGAN YOUTH	20,000
NORTH OAKLAND HEADWATERS LAND CONSERVANCY PO BOX 285 CLARKSTON,MI 48347	NONE	NATURE CONSERVATION	GRANT FOR THE PURCHASE OF A CONSERVATION EASEMENT ON THE 250 ACRE CAMP WATHANA	100,000
OAKLAND UNIVERSITY OFFICE OF FINANCIAL AID 161 NORTH FOUNDATION HALL ROCHESTER,MI 48309	NONE	PUBLIC UNIVERSITY	SUPPORT ANNUAL MERIT & FINANCIAL NEEDS FOR STUDENTS	11,618
OAKWOOD HEALTHCARE SYSTEM FOUNDATION 15500 LUNDY PARKWAY DEARBORN,MI 48126	NONE	PUBLIC CHARITY	SUPPORT FOR LEADERSHIP GRANT FOR THE CENTER FOR EXCEPTIONAL FAMILIES ENDOWMENT FUND CAMPAIGN	500,000
SEVEN PONDS NATURE CENTER 3854 CRAWFORD ROAD DRYDEN,MI 48428	NONE	NATURE CONSERVATION	ACQUISITION OF AN 18 ACRE PROPERTY IN THE SEVEN PONDS ECOSYSTEM IN THE FLINT RIVER WATERSHED	25,000
SICKLE CELL DISEASE ASSOCIATION OF AMERICA 18516 JAMES COUZENS DETROIT,MI 48235	NONE	PUBLIC CHARITY	SUPPORT FOR PROJECT ENRICH, A PROGRAM FOR CHILDREN WITH SICKLE CELL DISEASE	25,000
SIX RIVERS REGIONAL LAND CONSERVANCY PO BOX 80902 ROCHESTER,MI 48308	NONE	NATURE CONSERVATION	TITLE, ACQUISITION AND PROJECT MANAGER COSTS ASSOCIATED WITH THE PURCHASE OF THE LAKE ST CLAIR METRO PARK ADDITION	57,500
SOCIETY OF ST VINCENT DE PAUL 3000 GRATIOT DETROIT,MI 48207	NONE	PUBLIC CHARITY	EXPAND AND RENOVATE THE DE PAUL DENTAL CLINIC	100,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHEASTERN MICHIGAN LAND CONSERVANCY 8383 VREELAND RD SUPERIOR TWP,MI 48198	NONE	NATURE CONSERVATION	CHALLENGE GRANT FOR THE "WE CARE" CAMPAIGN FOR CAPACITY BUILDING AND EXPANSION OF PRESERVATION EFFORTS THROUGHOUT SOUTHEAST MICHIGAN	75,000
ST JOHN PROVIDENCE HEALTH SYSTEM FOUNDATION 22101 MOROSS ROAD DETROIT,MI 48236	NONE	PUBLIC CHARITY	EQUIPMENT FOR THE DIAGNOSIS OF HEARING LOSS, FOLLOW-UP TESTING, AND FITTING OF HEARING AIDS FOR INFANTS AND CHILDREN IDENTIFIED WITH HEARING LOSS	60,594
STARFISH FAMILY SERVICES 30000 HIVELEY ROAD INKSTER,MI 48141	NONE	PUBLIC CHARITY	PARKING LOT REPLACEMENT AT AGENCY'S HEADQUARTERS IN INKSTER	100,000
THE GUIDANCE CENTER 13101 ALLEN ROAD SOUTHGATE,MI 48195	NONE	PUBLIC CHARITY	ESTABLISHMENT OF A FORENSIC MEDICAL EXAMINATION FOR CHILD VICTIMS OF SEXUAL ABUSE AND SEVERE PHYSICAL ABUSE AND NEGLECT	90,000
THE HOLLEY INSTITUTE 22151 MOROSS ROAD DETROIT,MI 48236	NONE	PUBLIC CHARITY	PURCHASE OF THE NAVPRO UNIT- HEARING PRODUCT COMPUTER AND SUPPLIES	35,020
THE LITTLE FORKS CONSERVANCY 105 POST STREET MIDLAND,MI 48640	NONE	NATURE CONSERVATION	ACQUISITION OF A 90 ACRE CONSERVATION EASEMENT ON THE WEST BRANCH OF THE CEDAR RIVER	75,000
THE NATURE CONSERVANCY MICHIGAN FIELD OFFICE 101 EAST GRAND RIVER LANSING,MI 48906	NONE	NATURE CONSERVATION	TWO YEAR CHALLENGE GRANT TO FUND THE COMPLETION OF LAND ACQUISITION PROJECTS THROUGHOUT THE STATE	250,000
THE NEW DAY FOUNDATION FOR FAMILIES 1174 MINERS RUN ROCHESTER,MI 48306	NONE	PUBLIC CHARITY	FINANCIAL ASSISTANCE AND EMOTIONAL RESOURCES TO YOUNG FAMILIES WHO HAVE BEEN AFFECTED BY CANCER	60,000
TURNING POINT PO BOX 1123 MT CLEMENS,MI 48046	NONE	PUBLIC CHARITY	CAPITAL SUPPORT FOR A NEW DOMESTIC VIOLENCE SHELTER IN MT CLEMENS, MICHIGAN	100,000
UNIVERSITY OF MICHIGAN 2011 STUDENT ACTIVITIES ANN ARBOR,MI 48109	NONE	PUBLIC UNIVERSITY	SUPPORT ANNUAL MERIT & FINANCIAL NEEDS FOR STUDENTS	18,661
UNIVERSITY OF MICHIGAN KELLOGG EYE CENTER 1000 WALL STREET ANN ARBOR,MI 48105	NONE	PUBLIC CHARITY	PROVIDE CAPITAL FUNDS TO ESTABLISH THE CARLS PEDIATRIC OPHTHALMOLOGY CLINIC IN THE NEWLY EXPANDED WK KELLOGG EYE CENTER	400,000
WARREN CONNER DEVELOPMENT COALITION 11148 HARPER DETROIT,MI 48215	NONE	PUBLIC CHARITY	INTERIOR RENOVATIONS REQUIRED TO PREPARE LEASABLE SPACE FOR A NEW CHARTER SCHOOL	150,000
WAYNE STATE UNIVERSITY 4841 CASS AVENUE DETROIT,MI 48201	NONE	PUBLIC CHARITY	SUPPORT FOR THE INVENTORYING OF BLOOD SAMPLES AND FILING OF RESEARCH ORDERS FOR THE MI NEONATAL BIO BANK	54,500
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W MICHIGAN AVENUE KALAMAZOO,MI 49008	NONE	PUBLIC CHARITY	EXPANSION OF COCHLEAR IMPLANT PROGRAM AND DEVELOPMENT OF EDUCATIONAL PROGRAMMING	164,400
WOMEN'S RESOURCE CENTER FOR THE GRAND TRAVERSE AREA 720 S ELMWOOD AVENUE TRAVERSE CITY,MI 49684	NONE	PUBLIC CHARITY	RENOVATION OF EMERGENCY SHELTER FOR WOMEN AND CHILDREN	75,000
Total  3a				4,826,811

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
BARBARA ANN KARMANOS CANCER INSTITUTE4100 JOHN R DETROIT,MI 48201	NONE	PUBLIC CHARITY	SUPPORT THE STEM CELL PROCESSING LAB & JP MCCARTY CORD STEM CELL BANK	200,000
FORGOTTEN HARVEST21800 GREENFIELD OAK PARK,MI 48237	NONE	PUBLIC CHARITY	LEADERSHIP GIFT TO INCREASE DISTRIBUTION TO 36 MILLION POUNDS OF FOOD BY THE END OF FISCAL YEAR 2012-2014	500,000
HENRY FORD HEALTH SYSTEM1 FORD PLACE 5B DETROIT,MI 482023450	NONE	PUBLIC CHARITY	EQUIPMENT FOR AND RENOVATIONS OF THE NEONATAL INTENSIVE CARE UNIT AT HENRY FORD HOSPITAL TO BE RENAMED THE CARLS FOUNDATION NICU	800,000
HOPE MEDICAL CLINICPO BOX 980311 YPSILANTI,MI 48198	NONE	PUBLIC CHARITY	EXPANSION OF SERVICES TO ADDRESS THE UNMET NEEDS FOR MEDICAL CARE AMONG LOW-INCOME UNINSURED INDIVIDUALS	84,131
LAND TRUST ALLIANCE1660 L STREET NW SUITE 1100 WASHINGTON,DC 200365635	NONE	NATURE CONSERVATION	IN SUPPORT OF PHASE TWO OF THE ADVANCING CONSERVANCY EXCELLENCE PROGRAM TO STRENGTHEN MICHIGAN LAND CONSERVANCIES OVER THREE YEARS	100,000
MUNSON HEALTHCARE REGIONAL FOUNDATION210 BEAUMONT PLACE TRAVERSE CITY,MI 49684	NONE	PUBLIC CHARITY	SUPPORT FOR THE INFUSION SUITE IN THE NEW CANCER CENTER AT THE MUNSON MEDICAL CENTER	1,500,000
ST JOSEPH MERCY OAKLAND 44405 WOODWARD AVENUE PONTIAC,MI 48341	NONE	PUBLIC CHARITY	RENOVATE AND EXPAND NEONATAL INTENSIVE CARE UNIT	2,000,000
UNIVERSITY OF MICHIGAN KELLOGG EYE CENTER1000 WALL STREET ANN ARBOR,MI 48105	NONE	PUBLIC CHARITY	CAPITAL FUNDS TO ESTABLISH THE CARLS PEDIATRIC OPHTHALMOLOGY CLINIC IN THE NEWLY EXPANDED WK KELLOGG EYE CENTER	800,000
WARREN CONNER DEVELOPMENT COALITION11148 HARPER DETROIT,MI 48215	NONE	PUBLIC CHARITY	INTERIOR RENOVATIONS REQUIRED TO PREPARE LEASABLE SPACE FOR A NEW CHARTER SCHOOL	100,000
WESTERN MICHIGAN UNIVERSITY FOUNDATION1903 W MICHIGAN AVENUE KALAMAZOO,MI 49008	NONE	PUBLIC CHARITY	EXPANSION OF COCHLEAR IMPLANT PROGRAM AND DEVELOPMENT OF EDUCATIONAL PROGRAMMING	150,000
Total			3b	6,234,131

TY 2012 Accounting Fees Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX FEES	25,000	8,333		16,667

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE & FIXTURES	1997-06-30	24,046	24,046	200DB	7 0000000000000	0	0		
OFFICE EQUIPMENT	2002-09-17	15,422	15,422	200DB	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2002-02-11	350	350	200DB	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2010-05-19	4,651	2,418	200DB	5 0000000000000	893	0		
COMPUTER EQUIPMENT	2010-05-19	7,472	3,885	200DB	5 0000000000000	1,435	0		
COMPUTER EQUIPMENT	2006-09-12	2,962	2,962	200DB	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2012-05-16	2,501	500	200DB	5 0000000000000	584	0		
COMPUTER EQUIPMENT	2012-06-28	4,553	911	200DB	5 0000000000000	911	0		
COMPUTER EQUIPMENT	2012-09-01	1,200	240	200DB	5 0000000000000	160	0		
COMPUTER SOFTWARE	2012-05-22	529	118	200DB	5 0000000000000	123	0		
COMPUTER SOFTWARE	2012-07-31	1,985	331	200DB	5 0000000000000	331	0		
OFFICE EQUIPMENT	2012-07-19	1,238	248	200DB	5 0000000000000	206	0		

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Name of Bond	End of Year Book Value	End of Year Fair Market Value
	10,125,314	13,110,651

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE CARLS FOUNDATION
EIN: 38-6099935

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	55,239,434	67,025,980

**TY 2012 Investments Government
Obligations Schedule****Name:** THE CARLS FOUNDATION**EIN:** 38-6099935**US Government Securities - End of
Year Book Value:**

13,370,672

**US Government Securities - End of
Year Fair Market Value:**

13,405,466

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
	AT COST	15,335,841	13,479,437

TY 2012 Land, Etc. Schedule**Name:** THE CARLS FOUNDATION**EIN:** 38-6099935

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & FIXTURES	24,046	24,046	0	
COMPUTER SOFTWARE	530	530	0	
OFFICE EQUIPMENT	15,422	15,422	0	
COMPUTER EQUIPMENT	350	350	0	
COMPUTER EQUIPMENT	4,651	3,311	1,340	
COMPUTER EQUIPMENT	7,472	5,320	2,152	
COMPUTER EQUIPMENT	2,962	2,962	0	
COMPUTER EQUIPMENT	2,501	1,084	1,417	
COMPUTER EQUIPMENT	4,553	1,822	2,731	
COMPUTER EQUIPMENT	1,200	400	800	
COMPUTER SOFTWARE	529	241	288	
COMPUTER SOFTWARE	1,985	662	1,323	
OFFICE EQUIPMENT	1,238	454	784	

TY 2012 Legal Fees Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,000	333		667

TY 2012 Other Expenses Schedule**Name:** THE CARLS FOUNDATION**EIN:** 38-6099935

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	1,340	0		1,340
TELEPHONE EXPENSE	3,194	0		3,194
POSTAGE & SHIPPING	733	0		733
EQUIPMENT RENTAL	1,323	0		1,323
BUSINESS INSURANCE	15,255	0		15,255
DUES & PUBLICATIONS	10,600	0		10,600
BANK SERVICE FEES	363	0		363
PAYROLL SERVICE FEES	7,675	0		7,675
COMPUTER CONSULTING	4,920	0		4,920
OTHER EXPENSE	14,571	0		14,571

TY 2012 Other Liabilities Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER PAYROLL WITHHOLDINGS	601	62

TY 2012 Other Professional Fees Schedule**Name:** THE CARLS FOUNDATION**EIN:** 38-6099935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	447,110	447,110		0

TY 2012 Taxes Schedule**Name:** THE CARLS FOUNDATION**EIN:** 38-6099935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	19,259	0		19,259
EXCISE TAXES	118,000	0		0