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

2012

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning **MAY 1, 2012**, and ending **APR 30, 2013**

Name of foundation CHARLES H. GERSHENSON TRUST UAD AUGUST 10, 1977		A Employer identification number 38-6454423
Number and street (or P O box number if mail is not delivered to street address) 2290 FIRST NATIONAL BUILDING	Room/suite	B Telephone number 313-256-7800
City or town, state, and ZIP code DETROIT, MI 48226		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,811,374. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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.	4.		STATEMENT 1
4 Dividends and interest from securities		184,787.	184,787.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		118,356.			
b Gross sales price for all assets on line 6a		1,765,297.			
7 Capital gain net income (from Part IV, line 2)			118,356.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,840.	2,840.		STATEMENT 3
12 Total. Add lines 1 through 11		305,987.	305,987.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		37,456.	9,364.		28,092.
b Accounting fees STMT 5		8,396.	4,198.		4,198.
c Other professional fees STMT 6		34,448.	34,448.		0.
17 Interest					
18 Taxes STMT 7		3,223.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		5,805.	5,805.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		89,328.	53,815.		32,290.
25 Contributions, gifts, grants paid		261,389.			261,389.
26 Total expenses and disbursements. Add lines 24 and 25		350,717.	53,815.		293,679.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-44,730.			
b Net investment income (if negative, enter -0-)			252,172.		
c Adjusted net income (if negative, enter -0-)				N/A	

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CHARLES H. GERSHENSON TRUST UAD

Form 990-PF (2012)

AUGUST 10, 1977

38-6454423

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		209,564.	341,853.	341,853.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		906,355.	929,172.	990,670.
	b	Investments - corporate stock STMT 10		1,096,305.	1,406,390.	1,672,426.
	c	Investments - corporate bonds STMT 11		1,777,408.	1,610,581.	1,806,425.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		338,616.	0.	0.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		4,328,248.	4,287,996.	4,811,374.	
Liabilities	17	Accounts payable and accrued expenses		100.	100.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		100.	100.		
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		4,328,148.	4,287,896.		
30	Total net assets or fund balances		4,328,148.	4,287,896.		
31	Total liabilities and net assets/fund balances		4,328,248.	4,287,996.		

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	4,328,148.
2	Enter amount from Part I, line 27a	2	-44,730.
3	Other increases not included in line 2 (itemize) ▶ ADJUST TO TOTAL COST	3	4,478.
4	Add lines 1, 2, and 3	4	4,287,896.
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	4,287,896.

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Form 990-PF (2012)

CHARLES H. GERSHENSON TRUST UAD

Form 990-PF (2012)

AUGUST 10, 1977

38-6454423 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b FROM K-1 GROSVENOR INSTITUTIONAL PARTNERS			
c REDEMPTION ON GROSVENOR INSTITUTIONAL			
d PARTNERS, LP	P		
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,319,878.		1,321,977.	-2,099.
b			-4,801.
c			
d 434,233.		320,163.	114,070.
e 11,186.			11,186.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-2,099.
b			-4,801.
c			
d			114,070.
e			11,186.

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	118,356.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part 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	245,538.	4,763,612.	.051545
2010	201,479.	4,793,714.	.042030
2009	253,388.	4,598,633.	.055101
2008	136,586.	4,592,848.	.029739
2007	317,642.	5,416,738.	.058641

2 Total of line 1, column (d)	2	.237056
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	.047411
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,726,663.
5 Multiply line 4 by line 3	5	224,096.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,522.
7 Add lines 5 and 6	7	226,618.
8 Enter qualifying distributions from Part XII, line 4	8	293,679.

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.

CHARLES H. GERSHENSON TRUST UAD

Form 990-PF (2012)

AUGUST 10, 1977

38-6454423

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,522.
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	2,522.
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	2,522.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,200.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	5,200.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,678.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 2,678. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2012)

CHARLES H. GERSHENSON TRUST UAD

Form 990-PF (2012)

AUGUST 10, 1977

38-6454423

Page 5

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► HONIGMAN, MILLER, SCHWARTZ & COHN Telephone no. ► 313-256-7800 Located at ► 2290 FIRST NATIONAL BUILDING, DETROIT, MI ZIP+4 ► 48226-3583			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
			N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
			N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		
			N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2012)

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MAURICE S. BINKOW 2290 FIRST NATIONAL BUILDING DETROIT, MI 48226-3583	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

CHARLES H. GERSHENSON TRUST UAD
AUGUST 10, 1977

Form 990-PF (2012)

38-6454423 Page 8

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	4,538,672.
b	Average of monthly cash balances	1b	259,971.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,798,643.
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	4,798,643.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,980.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,726,663.
6	Minimum investment return. Enter 5% of line 5	6	236,333.

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	236,333.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,522.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,522.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	233,811.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	233,811.
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	233,811.

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	293,679.
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	293,679.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,522.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	291,157.

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.

Form 990-PF (2012)

CHARLES H. GERSHENSON TRUST UAD
AUGUST 10, 1977

Form 990-PF (2012)

38-6454423 Page 9

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				233,811.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	40,498.			
b From 2008				
c From 2009	25,738.			
d From 2010				
e From 2011	13,323.			
f Total of lines 3a through e	79,559.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 293,679.				
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				233,811.
e Remaining amount distributed out of corpus	59,868.			
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	139,427.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	40,498.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	98,929.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	25,738.			
c Excess from 2010				
d Excess from 2011	13,323.			
e Excess from 2012	59,868.			

CHARLES H. GERSHENSON TRUST UAD

Form 990-PF (2012)

AUGUST 10, 1977

38-6454423

Page 10

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

1 a 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		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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).)

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

CHARLES H. GERSHENSON TRUST UAD

Form 990-PF (2012)

AUGUST 10, 1977

38-6454423 Page 11

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				
JEWISH COMMUNITY CENTER 6600 WEST MAPLE ROAD WEST BLOOMFIELD, MI 48322	N/A	PUBLIC	TO SUPPORT JEWISH UNITY AND ENRICH JEWISH LIFE	70,000.
TEMPLE BETH EL 7400 TELEGRAPH RD. BLOOMFIELD, MI 48301	N/A	PUBLIC	TO SUPPORT JEWISH UNITY AND ENRICH JEWISH LIFE	81,389.
THE UNIVERSITY OF MICHIGAN 3003 STATE STREET, SUITE 9000 ANN ARBOR, MI 48109	N/A	PUBLIC	TO PROMOTE EDUCATION THROUGH GRANTS AND SCHOLARSHIPS	50,000.
WAYNE STATE UNIVERSITY 5700 CASS AVENUE, SUITE 3100 DETROIT, MI 48202	N/A	PUBLIC	TO PROMOTE EDUCATION THROUGH GRANTS AND SCHOLARSHIPS	60,000.
Total				▶ 3a 261,389.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

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

SOURCE	AMOUNT
CHARLES SCHWAB 5937	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND INTEREST	5,693.	0.	5,693.
CHARLES SCHWAB 5937	51,487.	11,186.	40,301.
GROSVENOR INSTITUTIONAL PARTNERS, LP	2,121.	0.	2,121.
RICHMOND CAPITAL MANAGEMENT	136,672.	0.	136,672.
TOTAL TO FM 990-PF, PART I, LN 4	195,973.	11,186.	184,787.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GROSVENOR INSTITUTIONAL PARTNERS, LP	2,840.	2,840.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,840.	2,840.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	37,456.	9,364.		28,092.
TO FM 990-PF, PG 1, LN 16A	37,456.	9,364.		28,092.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,396.	4,198.		4,198.
TO FORM 990-PF, PG 1, LN 16B	8,396.	4,198.		4,198.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGMENT FEES	34,448.	34,448.		0.
TO FORM 990-PF, PG 1, LN 16C	34,448.	34,448.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PAYMENTS	3,223.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,223.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GROSVENOR INSTITUTIONAL PARTNERS, LP	5,805.	5,805.		0.
TO FORM 990-PF, PG 1, LN 23	5,805.	5,805.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FHLMC PC GOLD CASH 15	X		1,488.	1,530.
FHLMC PC GOLD CASH 15	X		0.	0.
FHLMC PC GOLD	X		1,850.	1,902.
FHLMC PC GOLD CASH	X		1,385.	1,435.
FHLMC PC GOLD	X		4,533.	4,648.
FHLMC PC GOLD	X		4,764.	4,914.
FHLMC PC GOLD	X		0.	0.
FHLMC PC GOLD COMB 15	X		4,905.	5,282.
FHLMC PC GOLD	X		4,738.	5,141.
FHLMC PC GOLD CASH	X		6,035.	6,310.
FHLMC PC GOLD MULTI	X		1,729.	1,844.
FHLMC PC GOLD	X		6,027.	6,293.
FHLMC	X		1,784.	1,929.
FGLMC PC GOLD CASH 30	X		1,708.	1,834.
FGLMC PC GOLD CASH 30	X		1,619.	1,716.
FHLMC PC GOLD CASH	X		1,905.	2,010.
FHLMC PC GOLD	X		4,220.	4,499.
FHLMC PC GOLD CASH 30	X		3,661.	3,931.
FHLMC PC GOLD	X		779.	840.
FHLMC PC GOLD CASH	X		4,556.	4,908.
FHLMC GOLD COMB 30	X		4,691.	4,988.
FHLMC PC GOLD COMB	X		9,693.	10,795.
FHLMC PC GOLD COMB	X		5,400.	6,117.
FHLMC PC GOLD COMB 30	X		4,408.	5,051.
FHLMC PC GOLD COMB	X		25,075.	25,667.
FHLMC	X		40,226.	41,127.
FHLMC PC GOLD COMB	X		33,131.	36,284.
FHLMC	X		60,411.	64,058.
FHLMC PC GOLD	X		37,684.	38,804.
FHLMC PC GOLD	X		30,262.	30,435.
FHLMC PC GOLD	X		28,963.	29,003.
FHLMC	X		41,762.	41,564.
FNMA PASS-THRU INT 15 YEAR	X		0.	0.
FNMA PASS-THRU	X		0.	0.
FNMA PASS-THRU	X		0.	0.
FNMA PASS-THRU	X		0.	0.
FNMA PASS THRU LNG 30 YEAR	X		1,963.	2,129.
FNMA PASS-THRU	X		9,763.	10,671.
FNMA PASS-THRU	X		4,713.	5,291.
FNMA PASS-THRU	X		3,424.	3,746.
FNMA PASS-THRU	X		3,759.	4,327.
FNMA PASS-THRU LONG	X		3,820.	4,201.

FNMA PASS-THRU LONG #783793	X	2,738.	2,957.
FNMA PASS-THRU LONG 30 YR	X	4,589.	4,960.
FNMA PASS-THRU	X	6,606.	7,275.
FNMA PASS-THRU	X	2,940.	3,233.
FNMA PASS-THRU	X	7,190.	7,938.
FNMA PASS-THRU LNG 30 YEAR POOL #745275	X	12,528.	14,277.
FNMA PL 928491	X	21,120.	23,647.
FNMA PASS-THRU LNG	X	34,722.	34,787.
FNMA PASS-THRU LNG	X	34,380.	35,244.
FNMA	X	35,713.	37,342.
FNMA PASS-THRU	X	43,077.	45,951.
FNMA PASS-THRU LNG	X	26,836.	27,785.
FNMA	X	39,520.	41,082.
FNMA PASS-THRU LNG	X	38,755.	39,283.
FNMA PASS-THRU LNG	X	42,569.	42,441.
US TREASURY NOTE	X	19,551.	20,062.
US TREASURY BOND	X	105,007.	107,953.
US TREASURY BOND	X	26,398.	34,152.
GNMA PASS-THRU X SINGLE FAMILY	X	1,937.	2,107.
GNMA PASS-THRU X PLATINUM	X	1,039.	1,152.
GNMA PASS-THRU X SINGLE FAMILY	X	13,240.	14,566.
GNMA PASS THRU X SINGLE FAMILY	X	1,883.	2,056.
ACCRUED INTEREST	X	0.	15,196.
TOTAL U.S. GOVERNMENT OBLIGATIONS		929,172.	990,670.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A		929,172.	990,670.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BP CAP MKTS PLC GTD	51,633.	51,594.
ACCRUED INTEREST	0.	871.
MAINSTAY ICAP SELECT EQUITY I	92,928.	121,122.
TOUCHSTONE SANDS CAPITAL INSTL GROWTH	78,149.	117,587.
VANGUARD INDEX 500 SIGNAL	308,943.	406,177.
T. ROWE PRICE MID-CAP GROWTH	89,178.	130,166.
CRM SMALL CAP VALUE INSTL	14,762.	18,464.
STRATTON SMALL CAP VALUE	14,878.	24,231.
COLUMBIA INTERNATIONAL VALUE Z	0.	0.
HARBOR INTERNATIONAL INSTL	72,106.	68,579.
MFS INTERNATIONAL VALUE I	70,010.	76,394.
THORNBURG INTERNATIONAL VALUE I	59,343.	77,175.
WASATCH LONG/SHORT INSTITUTIONAL	95,000.	96,172.
JPMORGAN HIGH YIELD SELECT	140,268.	148,386.
PIMCO INCOME INSTL	50,000.	56,063.

TEMPLETON GLOBAL BOND ADV	269,192.	279,445.
SPDR GOLD SHARES	0.	0.
CREDIT SUISSE COMMODITY RETURN STRATEGY	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,406,390.	1,672,426.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
M&T BANK CORP	0.	0.
FEDERAL EXPRESS CORP NT	0.	0.
GENERAL ELECTRIC CAP CORP 6% 06/15/2012	0.	0.
BB&T CORP	0.	0.
ANHEUSER BUSCH INBEV WORLDWIDE SR NT	0.	0.
CITIGROUP INC GLBL NT	0.	0.
GENERAL ELEC CAP CORP MTN	45,512.	45,561.
CAMDEN PPTY TR NT	0.	0.
KEYCORP MEDIUM TERM NTS	0.	0.
AMERICAN EXPRESS CR CORP	35,623.	35,717.
METLIFE INC	14,964.	15,379.
CME GROUP INC NT	51,688.	52,050.
WACHOVIA CORP	9,927.	10,339.
US BANCORP MTNS	35,415.	36,374.
CHARLES SCHWAB CORP NEW SR NT	0.	0.
MELLON FDG CORP	9,913.	10,679.
NATIONAL CITY CORP SR NT	15,028.	16,047.
CATERPILLAR FINL SERVICES	10,025.	10,743.
ACE INA HLDG INC SR	20,193.	21,971.
GEORGIA POWER CO SR NT	25,808.	27,924.
BB&T CORP SB NT 5.2% 15	9,850.	11,061.
FNMA GROUP #E70725	28.	27.
FNMA PASS-THRU MEGA MULTI	29,650.	33,618.
FNMA PASS-THRU MEGA MULTI 7	30,225.	33,657.
ACE INA HLDG INC	15,891.	15,878.
AMERICAN EXPRESS NT 5.5%	19,959.	22,855.
DUKE ENERGY OH MTG BD	50,101.	50,100.
FHLMC PC GOLD CASH 15	714.	736.
FNMA	31,656.	31,119.
FNMA PASS-THRU INT 15 YEAR	829.	867.
GOLDMAN SACHS GROUP	19,585.	22,353.
GOLDMAN SACHS GROUP INC MTN	31,213.	31,564.
KIMBERLY CLARK CORP NOTE 6.125%17	10,754.	12,120.
PNC FUNDING CORP	9,963.	11,434.
PRUDENTIAL FINL INC MTNS	37,555.	38,087.
VERIZON COMMUNICATIONS INC	30,424.	30,406.
WELLS FARGO & CO NEW SUB NOTE	19,536.	22,520.
ACCRUED INTEREST	0.	7,204.
US TREASURY NOTE	0.	0.
FHLMC REMIC SERIES R010	0.	0.

LB-UBS CMBS	48,787.	49,518.
WACHOVIA CMBS 2002-C2	0.	0.
GREENWICH CAP CMBS	0.	0.
BEAR STEARNS CMBS	16,535.	15,912.
WACHOVIA CMBS 2004	27,898.	29,315.
MORGAN STANLEY CAP 2003-IQ6	41,202.	42,409.
WACHOVIA CMBS 2005	24,196.	27,267.
JP MORGAN COM MTG	56,062.	64,683.
GREENWICH CAP CMBS	0.	0.
AMERICAN EXPRESS NT 5.5%	0.	0.
WELLS FARGO & CO NEW SUB NOTE	0.	0.
GOLDMAN SACHS GROUP	0.	0.
PNC FUNDING CORP	0.	0.
KIMBERLY CLARK CORP NOTE 6.125%17	0.	0.
MERRILL LYNCH	20,053.	23,486.
SUNTRUST BANKS	10,021.	11,835.
EMERSON ELECTRIC	19,531.	23,523.
CITIGROUP INC SR NT	9,354.	11,867.
TRAVELERS COMPANIES INC SR NT	15,156.	18,124.
LINCOLN NATIONAL CORP IND NT	4,692.	6,074.
MORGAN STANLEY SR NT	21,133.	23,975.
VERIZON COMMUNICATIONS INC NT	13,543.	13,496.
MERRILL LYNCH CO INC	10,323.	12,167.
BERKSHIRE HATHAWAY FIN CORP GTD SR	10,399.	11,986.
DU PONT E I DE NEMOURS & CO	0.	0.
KRAFT FOODS INC	9,885.	12,162.
CATERPILLAR INC	15,065.	20,067.
CONOCOPHILLIPS GTD	11,084.	12,275.
UNITED TECHNOLOGIES CORP SR NT	27,257.	31,263.
AT&T INC	6,153.	6,072.
METLIFE INC SR DB	22,049.	26,279.
PFIZER INC SR	27,254.	31,528.
JP MORGAN CAHSE & CO NT	10,686.	12,289.
AFLAC INC SR NT	10,328.	13,569.
BANK NEW YORK	15,055.	18,146.
ALLSTATE CORP SR NT	11,684.	13,171.
ALTRIA GROUP INC GTD NT	18,214.	20,980.
BLACKROCK INC NT	21,371.	23,899.
GOLDMAN SACHS GRP INC MTN BE SR NT	5,048.	6,007.
JPMORGAN CHASE & CO SR NT	10,127.	11,202.
KELLOGG CO SR NT	21,025.	22,477.
BERKSHIRE HATHAWAY FIN CORP TD	0.	0.
KEYCORP MEDIUM TERM NTS BE SR NT	10,381.	11,786.
HOME DEPOT INC SR NT	11,167.	11,626.
CAMPBELL SOUP COMPANY	12,587.	14,076.
MARKEL CORP SR NT	15,084.	17,333.
AMGEN INC SR NT	10,317.	11,221.
JPMORGAN CHASE & CO	0.	0.
MICHIGAN BELL TELEPHONE COMPANY	11,403.	13,306.
EATON CORP	17,215.	20,974.
AT&T BROADBAND	11,627.	15,400.
NEWS AMER HOLDINGS INC	9,639.	13,773.
BOEING COMPANY DEBENTURES	10,570.	13,890.
BRISTOL MYERS SQUIBB CO	10,627.	14,114.

ARCHER DANIELS MIDLAND CO	18,487.	20,754.
LILLY ELI & CO NT	15,841.	18,928.
NORFOLK SOUTHERN CORP	12,388.	14,086.
BECTON DICKINSON & COMPANY	15,847.	20,780.
AMERITECH CAP FUNDING CORP DEB	5,209.	5,895.
EQUITABLE COS INC	10,218.	12,355.
BESTFOODS M/T/N	10,076.	14,172.
H.J. HEINZ CO	0.	0.
SYSCO CORP DEB	15,245.	20,466.
CONOCO INC USD	10,351.	13,898.
ACE INA HLDG INC	6,512.	7,624.
UNITED PARCEL SVC AMER INC	21,844.	22,461.
DEERE & CO	11,266.	15,635.
VERIZON GLOBAL FDG CORP	5,889.	6,979.
CHUBB CORP	10,222.	13,698.
GENERAL ELECTRIC CAP CORP	10,969.	13,092.
PITNEY BOWES INC GLBL MTN FR	16,004.	15,830.
BURLINGTON NORTHERN	4,802.	6,453.
WALMART STORES INC	6,600.	6,975.
WISCONSIN POWER & LIGHT	11,498.	14,071.
DOVER CORP	13,411.	14,265.
PARKER HANNIFIN CORP MTNS	12,701.	13,648.
HALLIBURTON CO SR NT	9,966.	14,108.
VIRGINIA ELECTRIC AND POWER CO	11,419.	17,340.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,610,581.	1,806,425.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GROSVENOR INSTITUTIONAL PARTNERS L.P.	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

GENERAL EXPLANATION

STATEMENT 13

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

PAGE 6, PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND FO

EXPLANATION:

THE TRUSTEE, MR. BINKOW, IS AN ATTORNEY WITH THE LAW FIRM OF HONIGMAN, MILLER, SCHWARTZ AND COHN. THE AMOUNT PAID TO THE LAW FIRM, \$37,456, INCLUDES PAYMENT FOR TRUSTEE SERVICES PERFORMED BY MR. BINKOW, AS WELL AS FEES FOR OTHER ROUTINE LEGAL MATTERS. IN ADDITION, THE AVERAGE HOURS PER WEEK REFLECTED FOR MR. BINKOW ON PART VIII INCLUDE HIS TIME SPENT ON TRUSTEE MATTERS AS WELL AS ON OTHER LEGAL MATTERS.