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

OMB No 1545-0052

2012

Open to Public Inspection

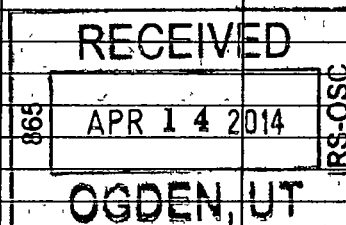
Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning 12/01, 2012, and ending 11/30, 2013

Name of foundation THE EUGENE APPLEBAUM FAMILY FOUNDATION		A Employer identification number 38-2782955						
Number and street (or P O box number if mail is not delivered to street address) 39400 WOODWARD AVENUE	Room/suite 100	B Telephone number (see instructions) (248) 593-8840						
City or town, state, and ZIP code BLOOMFIELD HILLS, MI 48304		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>						
G Check all that apply: <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
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								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 418,013. 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(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)	3,055,256.			
	2 Check <input 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				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,520.			
	b Gross sales price for all assets on line 6a	1,520.			
	7 Capital gain net income (from Part IV, line 2)		1,520.		
	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	3,056,776.	1,520.		
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 1	8,175.	4,088.	4,088.	4,087
	c Other professional fees (attach schedule) *	24,000.	12,000.	12,000.	12,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	185.	92.	92.	93
	24 Total operating and administrative expenses. Add lines 13 through 23	32,360.	16,180.	16,180.	16,180
25 Contributions, gifts, grants paid	2,670,370.			2,670,370	
26 Total expenses and disbursements. Add lines 24 and 25	2,702,730.	16,180.	16,180.	2,686,550	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	354,046.				
b Net investment income (If negative, enter -0-)		0			
c Adjusted net income (If negative, enter -0-)			0		



SCANNED APR 16 2014
Operating and Administrative Expenses

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	63,966.	418,013.	418,013.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	63,966.	418,013.	418,013.	
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 ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	63,966.	418,013.	
30	Total net assets or fund balances (see instructions)	63,966.	418,013.		
31	Total liabilities and net assets/fund balances (see instructions)	63,966.	418,013.		

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	63,966.
2	Enter amount from Part I, line 27a	2	354,046.
3	Other increases not included in line 2 (itemize) ▶ ATTCH 4	3	1.
4	Add lines 1, 2, and 3	4	418,013.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	418,013.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
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	1,520.	
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	0	

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	2,974,299.	612,442.	4.856458
2010	1,575,916.	1,741,458.	0.904941
2009	4,412,083.	4,369,681.	1.009704
2008	614,918.	6,167,121.	0.099709
2007	3,915,008.	10,931,948.	0.358125
2 Total of line 1, column (d)			2 7.228937
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 1.445787
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 455,042.
5 Multiply line 4 by line 3			5 657,894.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 657,894.
8 Enter qualifying distributions from Part XII, line 4 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			8 2,686,550.

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	0
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	
3	Add lines 1 and 2	3	0
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	0
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	61,700.
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	61,700.
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	61,700.
11	Enter the amount of line 10 to be credited to 2013 estimated tax. 61,700. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MI,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATCH 5	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of PAMELA A. APPLEBAUM Telephone no 248-593-8840			
	Located at 39400 WOODWARD AVENUE #100, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A	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)? <input type="checkbox"/> 1b		N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a		N/A
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		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 2c		
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) 3b		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** *N/A*Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *N/A* ☐ Yes ☐ No

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

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

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** *N/A***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
ATCH 6		0	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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 MAYO FOUNDATION	
	600,000.
2 DETROIT INSTITUTE OF ARTS	
	400,000.
3 JEWISH FEDERATION OF METRO DETROIT	
	315,122.
4 BEAUMONT FOUNDATION	
	301,000.

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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	461,972.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	461,972.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	461,972.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,930.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	455,042.
6	Minimum investment return. Enter 5% of line 5	6	22,752.

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	22,752.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,752.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,752.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	22,752.

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	2,686,550.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,686,550.
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	2,686,550.

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

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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				22,752.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	3,372,941.			
b From 2008	307,885.			
c From 2009	4,196,613.			
d From 2010	1,489,925.			
e From 2011	2,943,677.			
f Total of lines 3a through e	12,311,041.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,686,550.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				22,752.
e Remaining amount distributed out of corpus	2,663,798.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,974,839.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	3,372,941.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,601,898.			
10 Analysis of line 9				
a Excess from 2008	307,885.			
b Excess from 2009	4,196,613.			
c Excess from 2010	1,489,925.			
d Excess from 2011	2,943,677.			
e Excess from 2012	2,663,798.			

Form 990-PF (2012)

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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)(m).

(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))

SEE STATEMENT

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATCH 7				
Total			▶ 3a	2,670,370.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue.					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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	1,520.	
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)				1,520.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,520.

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number
38-2782955**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 5,256.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 600,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number
38-2782955**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 750,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 750,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 750,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS - PREP	8,175.	4,088.	4,088.	4,087.
TOTALS	<u>8,175.</u>	<u>4,088.</u>	<u>4,088.</u>	<u>4,087.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ARBOR INVESTMENT GROUP	24,000.	12,000.	12,000.	12,000.
TOTALS	<u>24,000.</u>	<u>12,000.</u>	<u>12,000.</u>	<u>12,000.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COMERICA BANK FEES	185.	92.	92.	93.
TOTALS	185.	92.	92.	93.

ATTACHMENT 4FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

1.

TOTAL

1.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	12/14/2012	20,000.
PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	01/10/2013	75,000.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	03/06/2013	5,000.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	06/24/2013	5,256.
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	12/03/2012	600,000.
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	01/17/2013	100,000.
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	03/15/2013	750,000.
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	06/26/2013	750,000.

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 5 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	10/01/2013	750,000.
TOTAL CONTRIBUTION AMOUNTS		<u>3,055,256.</u>

THE EUGENE APPLEBAUM FAMILY FOUNDATION

38-2782955

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	PRESIDENT <i>PART-TIME</i>	0	0	0
MARCIA APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	V. PRESIDENT <i>PART-TIME</i>	0	0	0
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	SECRETARY <i>PART-TIME</i>	0	0	0
PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	TREASURER <i>PART-TIME</i>	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED SCHEDULE

N/A

501(C)(3)

GENERAL PURPOSE GRANT

2,670,370.

TOTAL CONTRIBUTIONS PAID

2,670,370.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

3

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet

4

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back

5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

1,520.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

10 Gain from Form 4797, Part I

10

11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet

11

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back

12

1,520.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		
14 Net long-term gain or (loss):			
a Total for year	14a		1,520.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		1,520.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,400	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)		30	
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2012

FEDERAL FOOTNOTES

PAGE 2 BALANCE SHEET COLUMN C

THIS FOUNDATION HOLDS THE REMAINDER INTEREST IN THE EUGENE APPLEBAUM
CHARITABLE REMAINDER TRUST EIN: 38-3228858

Eugene Applebaum Family Foundation
Contributions for year ending 11/30/13

Foundation Fund

American Friends of Israel Mus	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	5,000 00
American Friends of Israel Mus	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	10,000 00
American Friends of Israel Mus	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	100,000 00
American Friends of Israel Mus	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	100,000 00
American Jewish Committee	Jacob Blaustein Building, 165 E 56 St New York, NY 10022	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Beaumont Foundation	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Beaumont Foundation	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec 501(c)(3)	Education & Research	300,000 00
Birthright Israel Foundation	33 E 33rd St, 7th Floor New York, NY 10016	Unrelated	Sec 501(c)(3)	Education & Research	50,000 00
Capuchin Soup Kitchen-SOCK	1840 Mt Elliott Detroit, MI 48207	Unrelated	Sec 501(c)(3)	Education & Research	250 00
Cheder Lubavitch	5201 Howard St Skokie, IL 60077	Unrelated	Sec 501(c)(3)	Education & Research	500 00
Children's Hospital of Mich	3901 Beaubien St Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	50 00
ChildSafe Michigan	30680 Montpelier Madison Heights, MI 48071	Unrelated	Sec 501(c)(3)	Education & Research	500 00
Cornerstone School Partnership	6861 E Nevada Detroit, MI 48234	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Dana-Farber Cancer Institute	450 Brookline Ave Boston, MA 02215	Unrelated	Sec 501(c)(3)	Education & Research	500 00
David Horodoker Organization	6953 Candlewood Trail W Bloomfield, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	565 00

Detroit Historical Society	5401 Woodward Detroit, MI 48202	Unrelated	Sec. 501(c)(3)	Education & Research	20,000 00
Detroit Institute Of Arts	5200 Woodward Ave Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	400,000 00
Detroit PAL	111 W Willis St Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	2,500 00
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	70,000 00
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	25,000 00
Epilepsy Foundation GLA/C&C Be	5777 W Century Blv., Ste 820 Los Angeles, CA 90045	Unrelated	Sec 501(c)(3)	Education & Research	200 00
Frankel Jewish Academy	6600 W Maple Road West Bloomfield Twp, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Friends of Camp Mak-A-Dream	121 W Long Lake Road, Ste 120 Bloomfield Hills, MI 48304	Unrelated	Sec 501(c)(3)	Education & Research	500 00
Friends of the IDF	PO Box 999 Walled Lake, MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	4,000 00
Friends of the IDF	PO Box 999 Walled Lake, MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	4,000 00
Hebrew Charter School Center	729 Seventh Ave, 9th floor New York, NY 10019	Unrelated	Sec 501(c)(3)	Education & Research	50,000 00
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	1,800 00
Hillel of Metro Detroit	5221 Gullen Mail #667 Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	3,000 00
Holocaust Memorial Center	28123 Orchard Lake Rd Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	2,160 00
Jewish Comm Adult Day Care Cen	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	25 00
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	300,000 00
Jewish Federation of Palm Beac	4601 Community Drive West Palm Beach, FL 33417	Unrelated	Sec 501(c)(3)	Education & Research	3,000 00

Jewish Federation of Palm Beach	4601 Community Drive West Palm Beach, FL 33417	Unrelated	Sec 501(c)(3)	Education & Research	20,000 00
Jewish Gay Network	6600 W. Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	500 00
Jewish National Fund	60Rever Drive, Suite 840 Northbrook, IL 60062	Unrelated	Sec 501(c)(3)	Education & Research	2,000 00
Jewish Senior Life	6600 W. Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	100 00
Jewish Senior Life	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	250 00
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Karmanos Cancer Institute	110 E. Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Kravis Center for the Perform	701 Okeechobee Blvd West Palm Beach, FL 33401	Unrelated	Sec 501(c)(3)	Education & Research	10,000 00
Left Bank	485 W Milwaukee Ave, Suite 100c Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	2,508 00
Mayo Foundation	200 First Street SW Rochester, MN 55905	Unrelated	Sec 501(c)(3)	Education & Research	600,000 00
Michigan AIDS Coalition	429 Livemore St Ferndale, MI 48220	Unrelated	Sec 501(c)(3)	Education & Research	150 00
Michigan Jewish Sports Foundat	2000 E Oakley Park Road, #1-4 Commerce Twp , MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	250 00
Myelin Repair Foundation	18809 Cox Avenue, Ste 190 Saratoga, CA 95070	Unrelated	Sec 501(c)(3)	Education & Research	10,000 00
National Museum of Am Jew Hi	101 South Independence Mall East Philadelphia, PA 19106	Unrelated	Sec 501(c)(3)	Education & Research	10,000 00
Northwestern CNADC	320 E Superior, Searle 11 Chicago, IL 60611	Unrelated	Sec 501(c)(3)	Education & Research	100 00
Old Newsboy's Goodfellow Fund	PO Box 44444 Detroit, MI 48244	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
ORT America	6735 Telegraph Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	250 00

Palm Beach Civic Association	139 N County Rd, Ste 33 Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	500 00
Palm Beach Country Club Founda	760 N. Ocean Boulevard Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Palm Beach United Way	139 N County Rd, Ste 33 Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Race to Erase MS	1875 Century Park East, Suite 980 Los Angeles, CA 90067	Unrelated	Sec 501(c)(3)	Education & Research	2,000 00
Starkey Hearing Foundation	6700 Washington Ave Sout Eden Prairie, MN 55344	Unrelated	Sec 501(c)(3)	Education & Research	6,000 00
Starkey Hearing Foundation	6700 Washington Ave Sout Eden Prairie, MN 55344	Unrelated	Sec 501(c)(3)	Education & Research	4,000 00
Temple Beth EL	7400 Telegraph Road Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	500 00
The Arevim Philanthropic Grou	6 E 39th St, Floor 10 New York, NY 10016-0112	Unrelated	Sec 501(c)(3)	Education & Research	50,000 00
The Town School	540 E 76th St New York, NY 10021	Unrelated	Sec 501(c)(3)	Education & Research	20,000 00
University of Michigan	9000 Wolverine Tower Ann Arbor, MI 48109	Unrelated	Sec 501(c)(3)	Education & Research	500 00
University of Michigan-Taubman	9000 Wolverine Tower Ann Arbor, MI 48109	Unrelated	Sec 501(c)(3)	Education & Research	150,000 00
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	20,000 00
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	150,000 00
Yeshiva Beth Yehudah	15751 West Lincoln Dr Southfield, MI 48078	Unrelated	Sec 501(c)(3)	Education & Research	10,000 00
ZPCR Detroit	10 G Street NE, Ste 601 Washington, DC 20002	Unrelated	Sec 501(c)(3)	Education & Research	10,000 00
					2,542,158 00
<u>Pamela Applebaum Fund</u> Betty Nederlander Healing Fund	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec 501(c)(3)	Education & Research	25 00
Children's Tumor Foundation	120 Wall Street, 16th Floor New York, NY 10005	Unrelated	Sec 501(c)(3)	Education & Research	25 00

Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec. 501(c)(3)	Education & Research	500 00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	100,000 00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	40 00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	40 00
Detroit Institute Of Arts	5200 Woodward Ave Detroit, MI 48202	Unrelated	Sec. 501(c)(3)	Education & Research	25 00
Frankel Jewish Academy	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	50 00
Friendship Circle	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	50 00
Friendship Circle	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	25 00
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec. 501(c)(3)	Education & Research	2,000 00
JARC	30301 Northwestern Hwy Farmington Hills, MI 48334	Unrelated	Sec. 501(c)(3)	Education & Research	25 00
Jewish Federation	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	36 00
Jewish Federation	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	36 00
Jewish Federation	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	15,000 00
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	25 00
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	25 00
Jewish Hospice & Chaplincy Net	6555 W Maple Road W Bloomfield Township, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	25 00
Jewish Hospice & Chaplincy Net	6555 W Maple Road W Bloomfield Township, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	25 00

Jewish Senior Life	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	25 00
Spill the Honey Project	165 E 56th St New York, NY 10022	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Yeshiva Beth Yehudah	15751 West Lincoln Dr Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	100 00 119,102 00
<u>Lisa Applebaum Fund</u> American Friends of Reuth	4 W 43rd Street, Suite 402 New York, NY 10036	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Food Allergy Research & Educat	515 Madison Avenue, Suite 1912 New York, NY 10022	Unrelated	Sec 501(c)(3)	Education & Research	250 00
Metropolitan Musuem of Art	1000 5th Avenue New York, NY 10028	Unrelated	Sec. 501(c)(3)	Education & Research	260 00
Museum of Jewish Heritage	36 Battery Place New York, NY 10280	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00
Sanctuary for Families	PO Box 1406, Wall Street Station New York, NY 10268	Unrelated	Sec 501(c)(3)	Education & Research	100 00
The Town School	540 E 76th St New York, NY 10021	Unrelated	Sec 501(c)(3)	Education & Research	5,500 00
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	1,000 00 9,110 00
					2,670,370 00

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,520.		CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				P	VARIOUS 1,520.	12/07/2012
TOTAL GAIN(LOSS)							<u>1,520.</u>	