Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

A Employer identification number
26-4094446

Number and street (or P O box number if mail is not delivered to street address) 280 DAINES STREET NO 300 | Room/suite

B Telephone number (see instructions)
(248) 645-9220

City or town, state or province, country, and ZIP or foreign postal code
BIRMINGHAM, MI 48009

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 3,063,473

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	331	331		
	4	Dividends and interest from securities.	26,972	26,972		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	338,729			
	b	Gross sales price for all assets on line 6a 1,194,695				
	7	Capital gain net income (from Part IV, line 2) . . .		338,729		
	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) (attach schedule)				
	11	Other income (attach schedule)	20,728	20,728		
	12	**Total.** Add lines 1 through 11	386,760	386,760		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,352	0		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,856	139		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings	293	0		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	23,558	23,448		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,059	23,587		0
	25	Contributions, gifts, grants paid	543,550			543,550
	26	**Total expenses and disbursements.** Add lines 24 and 25	577,609	23,587		543,550
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-190,849			
	b	**Net investment income** (if negative, enter -0-)		363,173		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	4,625	1,152	1,152
	2	Savings and temporary cash investments	271,255	245,481	245,481
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,373,006	1,455,613	2,095,984
	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)	985,627	741,418	720,856
	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)	2,634,513	2,443,664	3,063,473
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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2,634,513	2,443,664	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,634,513	2,443,664	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,634,513	2,443,664	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,634,513
2	Enter amount from Part I, line 27a	2	-190,849
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	2,443,664
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	2,443,664

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	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	See Additional Data Table			
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	338,729
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	164,923	2,943,190	0 056035
2011	157,032	2,779,560	0 056495
2010	179,088	2,840,607	0 063046
2009	20,205	1,821,371	0 011093
2008			

2	**Total** of line 1, column (d).	2	0 186669
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 046667
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,880,046
5	Multiply line 4 by line 3.	5	134,403
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,632
7	Add lines 5 and 6.	7	138,035
8	Enter qualifying distributions from Part XII, line 4.	8	543,550

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ___________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	3,632
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	3,632
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	3,632
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,640		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 2,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,640
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 8 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶N/A

14 The books are in care of ▶PAUL ZLOTOFF Telephone no ▶(248) 645-9220

Located at ▶280 DAINES STREET SUITE 300 BIRMINGHAM MI ZIP+4 ▶48009

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☑ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PAUL ZLOTOFF 280 DAINES STREET SUITE 300 BIRMINGHAM, MI 48009	PRESIDENT, TRUSTEE 1 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,730,375
b	Average of monthly cash balances	1b	193,530
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,923,905
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,923,905
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,859
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,880,046
6	**Minimum investment return.** Enter 5% of line 5	6	144,002

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	144,002
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,632		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,632
3	Distributable amount before adjustments Subtract line 2c from line 1			3	140,370
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	140,370
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	140,370

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	543,550
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	543,550
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	3,632
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	539,918

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				140,370
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 9,583				
f **Total** of lines 3a through e.	9,583			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 543,550				
a Applied to 2012, 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 2013 distributable amount.				140,370
e Remaining amount distributed out of corpus	403,180			
5 Excess distributions carryover applied to 2013 *(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	412,763			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	412,763			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . . 9,583				
e Excess from 2013. . . . 403,180				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number 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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				543,550
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	331	
4 Dividends and interest from securities. . . .			14	26,972	
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	338,729	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a RMPS INVESTORS, LLC			14	37,492	
b AKAHI FUND, L P			14	-16,764	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		386,760	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 386,760

(See worksheet in line 13 instructions to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-07-01 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
RAYMOND J GHERSI		2014-07-01		P00177156

Firm's name ▶	BERGER GHERSI & LADUKE PLC	Firm's EIN ▶ 38-2517534
Firm's address ▶	43940 WOODWARD AVE SUITE 200 BLOOMFIELD HILLS, MI 483025026	Phone no (248) 333-3680

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 SHRS CUMMINS ENGINE CO INC	P	2012-12-05	2013-10-28
50 SHRS EXXON MOBIL CORPORATION	P	2012-11-14	2013-10-28
50 SHRS LAS VEGAS SANDS CORP	P	2013-02-12	2013-05-01
50 SHRS LOCKHEED MARTIN CORP	P	2013-08-30	2013-10-28
100 SHRS PEABODY ENERGY CORP	P	2012-09-07	2013-04-17
25 SHRS PERRIGO CO COM	P	2013-10-28	2013-12-18
25 SHRS QUALCOMM INC COM	P	2013-03-05	2013-10-28
10 SHRS SHERWIN WILLIAMS CO COM	P	2012-12-05	2013-10-28
25 SHRS THE GOLDMAN SACHS GROUP INC	P	2013-04-16	2013-06-04
50 SHRS WHOLE GOODS MKT INC	P	2013-05-08	2013-11-08
25 SHRS EDWARDS LIFESCIENCES CORP	P	2011-04-21	2013-10-28
10 SHRS EQUINIX INC	P	2012-10-24	2013-10-28
100 SHRS FREEPORT-MCMORAN COPPER & GOLD INC CL B	P		2013-06-24
75 SHRS HAIN CELESTIAL GROUP INC	P		2013-10-28
100 SHRS KINDER MORGAN INC	P		2013-06-20
50 SHRS NESTLE S A SPONSORED ADR REPSTG	P		2013-08-30
20 SHRS NIKE INC CL B	P	2012-02-17	2013-04-17
50 SHRS NIKE INC CL B	P	2012-01-17	2013-10-28
100 SHRS ORACLE CORP COM	P	2011-12-21	2013-04-15
25 SHRS PERRIGO CO COM	P		2013-12-18
25 SHRS PETSMART INC COM	P	2012-09-18	2013-10-28
25 SHRS QUALCOMM INC COM	P	2012-05-25	2013-10-28
25 SHRS VISA INC-CLASS A SHARES	P	2011-07-13	2013-07-31
150 SHRS WEYERHAEUSER CO CAP	P		2013-06-24
25 SHRS ALLERGAN INC COM	P	2010-12-14	2013-06-24
50 SHRS AMERICAN EXPRESS CO INC COM	P		2013-02-12
50 SHRS AMERICAN TOWER CORP	P		2013-09-06
50 SHRS BRISTOL MYERS SQUIBB CO	P	2010-09-15	2013-09-06
200 SHRS COCA COLA CO	P		2013-02-12
25 SHRS MCDONALDS CORP COM	P	2010-09-15	2013-04-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 SHRS MCDONALDS CORP COM	P		2013-08-13
25 SHRS NESTLE S A SPONSORED ADR REPSTG	P	2007-01-03	2013-08-30
59 SH VERINT SYS INC COM	P	2012-10-31	2013-02-06
10 SHRS FLOWSERVE CORP COM	P	2012-03-06	2013-02-22
240 SHRS MCDERMONTT INT'L INC	P	2012-06-07	2013-03-04
40 SHRS NORTHWESTERN CORP CO	P	2012-05-07	2013-03-07
30 SHRS RYMAN HOSPITALITY PP	P	2013-02-13	2013-03-07
60 SHRS SABRA HEALTH CARE	P	2012-12-03	2013-03-07
120 SHRS SUNCOKE ENERGY INC	P	2012-05-22	2013-05-20
160 SHRS SUNCOKE ENERGY INC	P	2012-12-03	2013-05-20
584 SH CLEU SPIRIT RLTY CAP	P	2013-01-29	2013-07-18
540 SHRS EXCO RES INC COM	P	2013-07-10	2013-10-30
80 SHRS CARRIZO OIL & GAS	P	2010-12-27	2013-01-29
40 SHRS CARRIZO OIL & GAS	P	2011-03-11	2013-01-29
30 SHRS CARRIZO OIL & GAS	P	2011-07-19	2013-01-29
130 SHRS FLOWERS FOODS INC	P	2007-03-26	2013-01-29
110 SHRS HANESBRANDS INC	P	2007-03-26	2013-02-13
20 SHRS KANSAS CITY SOUTHN	P	2007-03-26	2013-02-13
30 SHRS KANSAS CITY SOUTHN	P	2010-06-22	2013-02-13
60 SHRS FLOWERS FOODS INC	P	2007-03-26	2013-02-22
110 SHRS MCDERMOTT INTL	P	2009-01-07	2013-03-04
180 SHRS MCDERMOTT INTL	P	2012-03-02	2013-03-04
80 SHRS AVIS BUDGET GROUP	P	2010-12-13	2013-03-07
120 SHRS BENEFICIAL MUT BANCO	P	2007-12-11	2013-03-07
70 SHRS BROADRIDGE FINL SOLU COM	P	2007-09-18	2013-03-07
40 SHRS CBOE HLDGS INC COM	P	2011-05-19	2013-03-07
110 SHRS CAPITOL FED FINL INC	P	2011-02-04	2013-03-07
80 SHRS CHEMTURA CORP COM	P	2011-01-12	2013-03-07
50 SHRS CHICAGO BRIDGE & IRO SIN	P	2007-03-26	2013-03-07
40 SHRS ENPRO INDS INC	P	2007-03-26	2013-03-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
81 SHRS FIRSTMERIT CORP COM	P	2009-07-29	2013-03-07
60 SHRS FLOWERS FOODS INC	P	2007-03-26	2013-03-07
40 SHRS GULFPORT ENERGY CORP	P	2011-05-19	2013-03-07
40 SHRS HANESBRANDS INC	P	2007-03-26	2013-03-07
60 SHRS HANOVER INS GROUP	P	2008-10-09	2013-03-07
40 SHRS HIL ROM HLDGS COM	P	2008-10-03	2013-03-07
60 SHRS ITT CORP NEW COM	P	2011-12-21	2013-03-07
50 SHRS NCR CORP COM	P	2011-09-07	2013-03-07
110 SHRS NORTHWEST BANCSHARES	P	2010-07-08	2013-03-07
40 SHRS OASIS PETE INC	P	2011-07-19	2013-03-07
60 SHRS PHH CORP COM NEW	P	2010-11-12	2013-03-07
40 SHRS PENSKE AUTOMOTIVE GR M	P	2011-02-16	2013-03-07
50 SHRS SALLY BEAUTY HLDGS	P	2011-03-11	2013-03-07
30 SHRS SMITH A O CORP	P	2011-08-16	2013-03-07
40 SHRS TRINITY INDS INC	P	2010-08-11	2013-03-07
30 SHRS VAIL RESORTS INC COM	P	2008-08-13	2013-03-07
70 SHRS VIEWPOINT FINL GROUP	P	2011-05-03	2013-03-07
20 SHRS WABTEC COM	P	2007-03-26	2013-03-07
30 SHRS WEX INC COM	P	2007-03-26	2013-03-07
30 SHRS WYNDHAM WORLDWIDE	P	2007-03-26	2013-03-07
90 SHRS FIRST NIAGARA FINL	P	2008-02-05	2013-03-27
190 SHRS FIRST NIAGARA FINL	P	2008-04-10	2013-03-27
120 SHRS FIRST NIAGARA FINL	P	2010-09-10	2013-03-27
230 SHRS FIRSTNIAGARA FINL	P	2012-02-28	2013-03-27
200 SHRS MANNING & NAPIER INC	P	2011-11-28	2013-03-27
60 SHRS AVIS BUDGET GROUP	P	2010-12-13	2013-04-23
130 SHRS AVIS BUDGET GROUP	P	2011-07-19	2013-04-23
10 SHRS AVIS BUDGET GROUP	P	2012-03-02	2013-04-23
150 SHRS AVIS BUDGET GROUP	P	2012-03-02	2013-05-06
110 SHRS PHH CORP COM NEW	P	2010-11-12	2013-05-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
90 SHRS PHH CORP COM NEW	P	2010-11-18	2013-05-06
120 SHRS PHH CORP COM NEW	P	2012-03-27	2013-05-06
140 SHRS SUNCOKE ENERGY INC	P	2012-03-27	2013-05-20
80 SHRS BENEFICIAL MUT BANCO	P	2007-12-11	2013-06-24
210 SHRS BENEFICIAL MUT BANCO	P	2008-01-02	2013-06-24
60 SHRS WYNDHAM WORLDWIDE CO	P	2007-03-26	2013-06-25
20 SHRS WYNDHAM WORLDWIDE CO	P	2012-03-06	2013-06-25
70 SHRS CHICAGO BRIDGE & IRO	P	2007-03-26	2013-07-10
100 SHRS DRESSER-RAND GROUP	P	2010-11-01	2013-07-24
60 SHRS TRINITY INDS INC COM	P	2010-08-11	2013-07-24
60 SHRS COMPASS MINERALS INT	P	2008-07-17	2013-07-26
60 SHRS SMITH A O CORP COMMO	P	2011-08-16	2013-09-09
60 SHRS TRINITY INDS INC COM	P	2010-08-11	2013-09-13
60 SHRS TRINITY INDS INC COM	P	2011-02-16	2013-09-13
40 SHRS HANESBRANDS INC COM	P	2007-03-26	2013-09-19
90 SHRS ACUITY BRANDS INC CO	P	2007-11-05	2013-09-25
120 SHRS NCR CORP COM	P	2011-09-07	2013-09-25
70 SHRS HAESBRANDS INC COM	P	2007-03-26	2013-11-25
50 SHRS HANESBRANDS INC COM	P	2008-07-14	2013-11-25
30 SHRS HANESBRANDS INC COM	P	2012-03-06	2013-11-25
120 SHRS NCR CORP COM	P	2011-09-07	2013-11-25
70 SHRS RYLAND GROUP INC	P	2012-09-19	2013-12-11
60 SHRS RYLAND GROUP INC	P	2012-10-22	2013-12-11
200 SHRS REGIS CORP MINN COM	P	2012-05-25	2013-12-17
110 SHRS REGIS CORP MINN COM	P	2012-08-01	2013-12-17
AKAHI FUND, L P	P		
AKAHI FUND, L P	P		
69 SHRS ACCENTRUE PLCE	P	2009-08-18	2013-03-19
51 SHRS AFFILIATED MGRS GROUP INC	P	2007-09-24	2013-03-19
66 SHRS ANSYS INC	P	2011-08-09	2013-03-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
291 SHRS EMCCORP MASS	P	2008-08-19	2013-03-19
91 SHRS EXPEDITORS INTL WASH INC	P	2008-06-26	2013-03-19
77 SHRS EXPRESS SCRIPTS HLDG CO COM	P	2010-11-29	2013-03-19
12 SHRS MASTERCARD INC CL A	P	2009-04-22	2013-03-19
143 SHRS QUALCOMM INC	P	2009-01-16	2013-03-19
226 SHRS ROBERT HALF INT	P	2010-06-30	2013-03-19
122 SHRS SCRIPPS NETWORKS INTERAC CL A	P	2008-09-24	2013-03-19
118 SHRS STARWOOD HTLS & RSTS WW INC	P	2011-06-06	2013-03-19
147 SHRS SUNCOR ENERGY INC NEW COM	P	2009-03-30	2013-03-19
61 SHRS SUNCOR ENERGY	P	2010-08-25	2013-03-19
151 SHRS HOSPIRA INC	P	2012-07-05	2013-03-19
98 SHRS STANLET BLACK & DECKER INC	P	2012-10-02	2013-03-19
58 SHRS WATERS CORP	P	2012-09-11	2013-03-19
62 SHRS WYNN RESORTS LTD	P	2012-09-06	2013-03-19
437 SHRS WXPEDITORS INTL WASH INC	P	2008-06-26	2013-04-01
525 SHRS WXPEDITORS INTL WASH INC	P	2011-08-09	2013-04-01
152 SHRS AFFILIATED MGRS GROUP INC	P	2007-09-24	2013-06-12
42 SHRS AFFILIATED MGRS GROUP INC	P	2007-09-25	2013-06-12
224 SHRS STARWOOD HTLS & RSTS WW INC	P	2011-06-06	2013-06-12
322 SHRS SUCOR ENERGY INC NEW COM	P	2010-08-25	2013-06-12
60 SHRS SUCOR ENERGY INC NEW COM	P	2010-08-25	2013-06-27
824 SHRS SUCOR ENERGY INC NEW COM	P	2011-09-27	2013-06-27
1007 SHRS SUCOR ENERGY INC NEW COM	P	2012-04-16	2013-06-27
590 SHRS QUALCOMM INC	P	2009-01-16	2013-07-10
926 SHRS QUALCOMM INC	P	2010-06-30	2013-07-10
488 SHRS ROBERT HALF INT	P	2010-06-30	2013-08-20
2 SHRS EXPRESS SCRIPTS HLDG CO	P	2010-11-29	2013-09-24
224 SHRS EXPRESS SCRIPTS HLDG CO	P	2011-05-24	2013-09-24
160 SHRS EXPRESS SCRIPTS HLDG CO	P	2011-08-19	2013-09-24
431 SHRS EXPRESS SCRIPTS HLDG CO	P	2012-03-06	2013-09-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
240 SHRS EXPRESS SCRIPTS HLDG CO	P	2013-07-24	2013-09-24
4483 SHRS SCRIPPS NETWORKS INTERAC	P	2008-09-24	2013-10-24
204 SHRS WYNN RESORTS LTD	P	2012-07-06	2013-10-14
38 SHRS MASTERCARD INC CL A	P	2009-04-22	2013-11-07
5 SHRS MASTERCARD INC CL A	P	2009-04-22	2013-12-02
39 SHRS MASTERCARD INC CL A	P	2011-06-01	2013-12-02
12 59 SHRS ARTISAN INTL	P		2013-02-05
714 947 SHRS ARTISAN INTL	P		2013-03-07
1554 339 SHRS JANUS INTL	P		2013-03-07
1345 9 SHRS ARTISAN INTL	P		2013-10-11
3770 74 SHRS JANUS INTL	P		2013-10-11
73 515 SHRS ARTISAN INTL	P		2013-11-18
127 475 SHRS JANUS INTL	P		2013-11-18
3065 8 SHRS ARTISAN INTL	P		2013-11-18
5816 119 SHRS JANUS INTL	P		2013-11-18
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,353		1,013	340
4,409		4,343	66
2,812		2,682	130
6,679		6,122	557
1,876		2,376	-500
3,805		3,266	539
1,709		1,703	6
1,935		1,504	431
4,027		3,583	444
2,909		2,535	374
1,861		2,125	-264
1,691		1,858	-167
2,667		3,837	-1,170
6,421		3,896	2,525
3,624		3,158	466
3,268		3,119	149
1,218		1,071	147
3,772		2,480	1,292
3,314		2,551	763
3,805		2,701	1,104
1,843		1,694	149
1,710		1,437	273
4,486		2,244	2,242
3,994		2,745	1,249
2,093		1,756	337
3,115		2,065	1,050
3,587		3,425	162
2,100		1,349	751
7,463		5,483	1,980
2,560		1,868	692

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,408		1,398	1,010
1,634		887	747
20		30	-10
1,615		1,123	492
2,488		2,539	-51
1,567		1,383	184
1,334		1,320	14
1,656		1,313	343
1,876		1,693	183
2,502		2,416	86
5		6	-1
3,058		4,534	-1,476
1,698		2,643	-945
849		1,346	-497
637		1,215	-578
3,517		1,710	1,807
4,438		3,194	1,244
1,942		720	1,222
2,912		1,162	1,750
9,689		3,479	6,210
1,140		704	436
1,866		2,675	-809
2,022		1,212	810
1,195		1,194	1
1,627		1,298	329
1,432		1,124	308
1,325		1,337	-12
1,746		1,297	449
2,790		1,534	1,256
1,915		1,484	431

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,247		1,484	-237
1,724		789	935
1,694		1,129	565
1,568		1,162	406
2,585		2,226	359
1,324		1,190	134
1,620		1,192	428
1,368		833	535
1,380		1,275	105
1,529		1,281	248
1,334		1,217	117
1,276		877	399
1,474		651	823
2,188		1,140	1,048
1,750		739	1,011
1,825		1,335	490
1,455		860	595
1,961		689	1,272
2,311		915	1,396
1,854		1,025	829
797		1,107	-310
1,682		2,567	-885
1,063		1,395	-332
2,036		2,251	-215
3,378		2,480	898
1,689		909	780
3,659		2,070	1,589
281		131	150
4,520		1,968	2,552
2,198		2,231	-33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,799		1,817	-18
2,398		1,882	516
2,189		2,005	184
675		796	-121
1,773		2,064	-291
3,337		2,050	1,287
1,112		869	243
4,243		2,148	2,095
6,327		3,452	2,875
2,212		1,109	1,103
5,351		4,379	972
2,636		1,140	1,496
2,691		1,109	1,582
2,691		1,890	801
2,571		1,162	1,409
8,187		3,477	4,710
4,754		2,000	2,754
4,898		2,033	2,865
3,499		1,202	2,297
2,099		838	1,261
4,115		2,000	2,115
2,653		2,134	519
2,274		1,965	309
2,847		3,692	-845
1,566		1,865	-299
			2,281
			7,823
5,244		2,486	2,758
7,719		6,233	1,486
5,199		3,109	2,090

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,177		4,391	2,786
3,399		3,887	-488
4,546		4,018	528
6,133		1,968	4,165
9,235		5,079	4,156
8,077		5,426	2,651
7,931		4,779	3,152
7,311		6,893	418
4,431		3,018	1,413
1,839		1,809	30
4,793		5,225	-432
7,935		7,445	490
5,437		4,846	591
7,403		10,382	-2,979
15,464		18,666	-3,202
18,578		22,042	-3,464
25,106		18,578	6,528
6,937		5,070	1,867
14,865		13,086	1,779
9,756		9,547	209
1,767		1,779	-12
24,263		22,845	1,418
29,652		30,916	-1,264
35,636		20,955	14,681
55,930		30,867	25,063
18,304		11,715	6,589
123		104	19
13,800		13,307	493
9,857		7,212	2,645
26,552		22,402	4,150

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,785		16,062	-1,277
38,526		18,921	19,605
34,095		19,279	14,816
27,562		6,231	21,331
3,791		820	2,971
29,569		11,117	18,452
400		287	113
23,150		16,272	6,878
18,450		17,688	762
50,000		30,633	19,367
50,000		42,911	7,089
2,824		2,243	581
1,730		1,401	329
117,757		69,778	47,979
78,925		66,187	12,738
56			56

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			340
			66
			130
			557
			-500
			539
			6
			431
			444
			374
			-264
			-167
			-1,170
			2,525
			466
			149
			147
			1,292
			763
			1,104
			149
			273
			2,242
			1,249
			337
			1,050
			162
			751
			1,980
			692

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,010
			747
			-10
			492
			-51
			184
			14
			343
			183
			86
			-1
			-1,476
			-945
			-497
			-578
			1,807
			1,244
			1,222
			1,750
			6,210
			436
			-809
			810
			1
			329
			308
			-12
			449
			1,256
			431

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-237
			935
			565
			406
			359
			134
			428
			535
			105
			248
			117
			399
			823
			1,048
			1,011
			490
			595
			1,272
			1,396
			829
			-310
			-885
			-332
			-215
			898
			780
			1,589
			150
			2,552
			-33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-18
			516
			184
			-121
			-291
			1,287
			243
			2,095
			2,875
			1,103
			972
			1,496
			1,582
			801
			1,409
			4,710
			2,754
			2,865
			2,297
			1,261
			2,115
			519
			309
			-845
			-299
			2,281
			7,823
			2,758
			1,486
			2,090

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,786
			-488
			528
			4,165
			4,156
			2,651
			3,152
			418
			1,413
			30
			-432
			490
			591
			-2,979
			-3,202
			-3,464
			6,528
			1,867
			1,779
			209
			-12
			1,418
			-1,264
			14,681
			25,063
			6,589
			19
			493
			2,645
			4,150

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,277
			19,605
			14,816
			21,331
			2,971
			18,452
			113
			6,878
			762
			19,367
			7,089
			581
			329
			47,979
			12,738
			56

Form 990PF Part XV Line 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*				
AISH HATORAAH DETROIT 25725 COOLIDGE HWY OAK PARK, MI 48237	NONE	501(C)(3)	EDUCATIONAL	5,000
AMERICAN FRIENDS FOR BAR-LLAN UNIVERSITY 6735 TELEGRAPH ROAD SUITE 350 BLOOMFIELD HILLS, MI 48301	NONE	501(C)(3)	EDUCATIONAL	22,000
BRANDEIS UNIVERSITY THE BERNIE REISMAN BOLLI FUND PO BOX 549110 MS 126 WALTHAM, MA 024549110	NONE	501(C)(3)	SUPPORT FOR THE ARTS	102,500
LOCAL MOTION 16824 KERCHEVAL PLACE SUITE B100 GROSSE POINTE, MI 48230	NONE	501(C)(3)	EDUCATIONAL	1,000
MAKE A WISH FOUNDATION 1003 K STREET NW SUITE 200 WASHINGTON DETROIT, MI 48201	NONE	501(C)(3)	PROVIDE WISHES FOR CHILDREN WITH LIFE THREATENING ILLNESS	200
RAILS-TO-TRAILS CONSERVANCY 2121 WARD COURT NW 5TH FLOOR WASHINGTON, DC 20037	NONE	501(C)(3)	CONSERVATION	300
SOUTH HERO LAND TRUST 6 SOUTH ST SOUTH HERO, VT 054864912	NONE	501(C)(3)	CONSERVATION	12,500
ZLOTOFF FOUNDATION PO BOX 2030 BLOOMFIELD HILLS, MI 483032030	TRUSTEE	501(C)(3)	BUILDING RENOVATION	349,000
BREAST CANCER 3-DAY 205 N MICHIGAN AVE SUITE 264 CHICAGO, IL 60601	NONE	501(C)(3)	MEDICAL RESEARCH	200
RIOULT DANCE 246 WEST 38TH STREET 4TH FLOOR NEW YORK, NY 10018	NONE	501(C)(3)	SUPPORT FOR THE ARTS	4,000
JVS 29699 SOUTHFIELD ROAD SOUTHFIELD, MI 48076	NONE	501(C)(3)	PROVIDE PROGRAMS FOR PEOPLE WITH DISABILITIES	1,250
YESHIVAS DARCHEI 257 BEACH 17 ST FAR ROCKAWAY, NY 11691	NONE	501(C)(3)	EDUCATIONAL	750
SNV FUND 7500 OLD GERGETOWN RD BETHESDA, MD 20814	NONE	501(C)(3)	IMPLEMENT INNOVATIVE APPROACHES IN AGRICULTURE, RENEWABLE ENERGY & WATER	500
AOPA FOUNDATION 421 AVIATION WAY FREDERICK, MD 21701	NONE	501(C)(3)	IMPROVE AVIATION SAFETY	5,000
VERMONT LAND TRUST 8 BAILEY AVE MONTPELIER, VT 05602	NONE	501(C)(3)	CONSERVATION	250
Total . . . . ▶ **3a**				543,550

Form 990PF Part XV Line 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*				
WOUNDED WARRIOR 7020 AC SKINNER PARKWAY SUITE 100 JACKSONVILLE, FL 32256	NONE	501(C)(3)	PROGRAMS FOR WOUNDED VETERANS	100
CAMP TAKUM TA 77 SUNSET VIEW RD SOUTH HERO, VT 054864912	NONE	501(C)(3)	EDUCATIONAL	2,000
MI LEAGUE FOR PUBLIC POLICY 1223 TURNER ST LANSING, MI 48906	NONE	501(C)(3)	TO FOSTER ECONOMIC OPPORTUNITY	10,000
DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVE DETROIT, MI 48202	NONE	501(C)(3)	SUPPORT FOR THE ARTS	27,000
Total . . . . ▶ **3a**				543,550

TY 2013 Accounting Fees Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	8,352	0		0

TY 2013 Investments Corporate Stock Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10 SHS AMERCO	2,179	2,378
400 SHS FORD MOTOR CO	5,337	6,172
150 SHS CHURCH & DWIGHT CO INC	6,263	9,942
200 SHS GENERAL ELECTRIC	4,937	5,606
200 SHS TOLL BROTHERS	6,606	7,400
150 SHS EBAY INC	8,075	8,230
75 SHS MICROSOFT	2,828	2,806
150 SHS BRISTOL MYERS SQUIBB CO	3,706	7,972
35 SHS GILEAD SCIENCES	2,353	2,628
50 SHS BROADCASTIN & CABLE	2,929	3,187
100 SHS DISNEY (THE WALT) COMPANY	4,346	7,640
75 SHS COSTCO WHOLESALE CORP	4,887	8,927
100 SHS HOME DEPOT	3,592	8,234
75 SHS STARBUCKS CORP	5,441	5,879
10 SHS GOGGLE INC	7,487	11,207
25 SHS TWITTER	1,070	1,591
100 SHS CATERPILLAR INC	6,402	9,081
75 SHS BOEING CO	4,831	10,237
20 SHS APPLE INC	4,373	11,220
100 SHS XEROX CORP	1,493	1,217
100 SHS HESS CORP	6,912	8,300
50 SHS OCCIDENTAL PETROLEUM	4,504	4,755
50 SHS APACHE CORP	4,428	4,297
75 SHS NATIONAL OILWELL VARCO INC	5,995	5,965
75 SHS FREEPORT-MCMORAN COPPER & GOLD	2,733	2,831
75 SHS MONSANTO CO	5,777	8,741
50 SHS ECOLAB INC	3,355	5,213
75 SHS DELTA AIR LINES	2,031	2,060
50 SHS UNION PACIFIC CORP	3,008	8,400
200 SHS WELLS FARGO & CO	5,809	9,080

Name of Stock	End of Year Book Value	End of Year Fair Market Value
25 SHS CHUBB	2,364	2,416
50 SHS PRUDENTIAL FINANCIAL	2,629	4,611
50 SHS VISA INC CL A	4,310	11,134
150 SHS MOSAIC	6,667	7,091
150 SHS AMERICAN WATER WORKS	4,529	6,339
50 SHS PERRIGO CO PLC	7,610	7,673
75 SHS DIAGEO PLC ADR	7,200	9,932
125 SHS VODAFONE GROUP PLC	4,209	4,914
735 SHS ACCENTURE PLC	28,717	60,432
348 SHS AFFILIATED MANAGERS GROUP	17,904	75,474
1913 SHS AMETEK INC NEW	82,103	100,758
701 SHS ANSYS INC	37,396	61,127
775 SHS AON PLC	62,069	65,015
3092 SHS EMC CORP-MASS	46,656	77,764
1829 SHS HOSPIRA INC CL A	63,623	75,501
42 SHS MASTERCARD INC	11,973	35,089
1910 SHS ROBERT HALF INTERNATIONAL	52,966	80,201
812 SHS SCRIPPS NETWORK INTERACTIVE	25,939	70,165
1126 SHS STANLEY BLACK & DECKER INC	99,006	106,995
1059 SHS STARWOOD HOTELS & RESORTS	57,093	84,137
522 SHS T ROWE PRICE GROUP INC	38,798	43,728
346 SHS TOWERS WATSON & CO CL A	39,030	44,153
2103 SHS TRIMBLE NAV LTD	62,910	72,974
1885 SHS TWENTY-FIRST CENTURY FOX CL A	59,686	66,296
1040 SHS WABTEC	57,354	77,241
619 SHS WATERS CORP	51,719	61,900
454 SHS WYNN RESORTS LTD	45,108	88,171
180 SHS ACTUANT CORP CL A	6,912	6,595
250 SHS AIR LEASE CORP CL A	7,031	7,770
130 SHS ALLETE INC COM NEW	3,868	6,484

Name of Stock	End of Year Book Value	End of Year Fair Market Value
250 SHS AMERICAN EQUITY INVT LIFE HLDG CO	4,617	6,595
195 SHS BABCOCK & WILCOX CO NEW	4,152	6,667
250 SHS BANCORPSOUTH INC	4,254	6,355
280 SHS BROADRIDGE FINANCAIL SOLUTIONS	4,642	11,065
550 SHS CAPITOL FED FINL INC COM	6,661	6,662
180 SHS CBOE HOLDINGS COM USDO.01	4,962	9,353
370 SHS CHEMTURA CORP COM NEW	6,382	10,330
110 SHS CHICAGO BRIDGE & IRON CO	3,627	9,145
110 SHS CIRCOR INTL INC	3,912	8,886
133 SHS COMVERSE INC COM	3,816	5,160
133 SHS CST BRANDS INC COM	6,424	7,711
420 SHS DANA HOLDINGS CORP COM	7,322	8,240
100 SHS DELTIC TIMBER CORP	4,606	6,794
990 SHS DENNYS CORP COM	3,502	7,118
110 SHS DINEEQUITY INC COM	6,416	9,191
150 SHS ENPRO INDS INC	5,743	8,648
460 SHS FAIRCHILD SEMICONDUCTOR INTL	6,498	6,141
290 SHS FEDERAL MOGUL CORP	4,812	5,707
340 SHS FIRST AMERICAN FINANCIAL CORP	4,842	9,588
380 SHS FIRSTMERIT CORP	6,812	8,447
390 SHS FLOWERSFOODS INC	3,710	8,373
330 SHS FORESTAR GROUP	7,065	7,019
110 SHS FORTUNE BRANDS HOME & SECURITY	1,758	5,027
90 SHS FOSTER L B CO	1,913	4,256
190 SHS GENERAC HLDGS INC	6,641	10,762
70 SHS GENESEE & WYO INC CL A	3,718	6,724
180 SHS GULFPORT ENERGY CORP	5,587	11,363
140 SHS HANESBRANDS INC	4,825	5,508
160 SHS HANOVER INS GROUP INC	6,329	9,554
190 SHS HARSCO CORP	4,986	5,326

Name of Stock	End of Year Book Value	End of Year Fair Market Value
290 SHS HELIX ENERGY	6,810	6,722
210 SHS HILL ROM HLDGS COM	5,632	8,681
180 SHS HILLENBRAND INC	5,127	5,296
130 SHS IBERIABANK CORP	5,826	8,171
290 SHS ITT CORPORATION COM	6,144	12,592
220 SHS JOHN BEAN TECHNOLOGIES	3,433	6,453
130 SHS KAISER ALUM CORP COM	8,736	9,131
100 SHS KOPPERS HLDGS INC COM	3,540	4,575
490 SHS NORTHWEST BANCSHARES INC OCM	5,746	7,242
130 SHS NORTHWESTERN CORP COM NEW	4,564	5,632
130 SHS OASIS PETROLEUM INC COM	4,427	7,046
170 SHS PATTERSON COS	3,406	7,004
240 SHS PENSKE AUTOMOTIVE GROUP INC	5,149	11,318
210 SHS PNM RES INC COM	4,411	5,065
110 SHS REGAL BELOIT CORP COM STK	6,933	8,109
230 SHS RITCHIE BROS AUCTIONEERS INC	5,005	5,274
230 SHS SALLY BEAUTY HLDGS INC COM	3,442	6,953
220 SHS SANCHEZ ENERGY CORP	4,810	5,392
160 SHS SMITH A O CORP	2,986	8,630
500 SHS TRIANGLE PETE CORP	5,082	4,160
90 SHS UMB FINL CORP COM	4,772	5,785
110 SHS VAIL RESORTS INC	4,895	8,275
250 SHS VECTREN CORP	6,848	8,875
190 SHS VERINT SYS INC COM	7,467	8,159
300 SHS VIEWPOINT INC MD COM	4,262	8,235
160 SHS WABTEC	2,755	11,883
170 SHS WADDELL & REED FINL CL A	5,740	11,070
100 SHS WEX INC COM	3,050	9,903
170 SHS WINTRUST FINL CORP COM	5,790	7,841
200 SHS RYMAN HOSPITALITY PPTYS INC	8,623	8,356

Name of Stock	End of Year Book Value	End of Year Fair Market Value
240 SHS SABRA HEALTH CARE REIT INC COM	5,254	6,274
628 SHS SPIRIT RLTY CAP INC NEW	6,462	6,173
190 SHS WALTER INVT MGMT CORP COM	6,886	6,718

TY 2013 Investments - Other Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT - AKAHI FUND, L.P.	AT COST	522,982	502,420
INVESTMENT - RMPS INVESTORS, LLC	AT COST	218,436	218,436

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TY 2013 Other Expenses Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT & ADVISORY FEES	23,448	23,448		0
OFFICE EXPENSE	110	0		0

TY 2013 Other Income Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RMPS INVESTORS, LLC	37,492	37,492	37,492
AKAHI FUND, L P	-16,764	-16,764	-16,764

TY 2013 Taxes Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	139	139		0
FEDERAL EXCISE TAX	1,717	0		0