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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

HELPIE FAMILY CHARITABLE FOUNDATION

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

P.O. BOX 607

A Employer identification number

38-3374687

B Telephone number

(248) 386-8300

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

BLOOMFIELD HILLS, MI 48303

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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method: Cash Accrual**
(from Part II, col. (c), line 16) **Other (specify) _____**

► \$ 2,684,247. (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ► 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 ► 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))

		(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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3	17.	17.		STATEMENT 1
	4 Dividends and interest from securities	69,299.	69,299.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	196,104.			
	b Gross sales price for all assets on line 6a	1,756,539.			
	7 Capital gain net income (from Part IV, line 2)		196,104.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,925.	2,925.		STATEMENT 3
	12 Total. Add lines 1 through 11	268,345.	268,345.		
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				
	b Accounting fees	STMT 4	14,450.	7,225.	7,225.
	c Other professional fees	STMT 5	29,583.	29,583.	0.
	17 Interest				
	18 Taxes	STMT 6	1,917.	617.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23		45,950.	37,425.	7,225.
	25 Contributions, gifts, grants paid		555,110.		555,110.
	26 Total expenses and disbursements. Add lines 24 and 25		601,060.	37,425.	562,335.
	27 Subtract line 26 from line 12:		<332,715. >		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		230,920.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		99,206.	437,215.	437,215.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 8	1,259,635.	1,317,280.	1,317,280.
c	Investments - corporate bonds	STMT 9	1,249,682.	540,353.	540,353.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 10	350,163.	389,399.	389,399.
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		2,958,686.	2,684,247.	2,684,247.
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				
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 ► <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		2,958,686.	2,684,247.	
30	Total net assets or fund balances		2,958,686.	2,684,247.	
31	Total liabilities and net assets/fund balances		2,958,686.	2,684,247.	

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	2,958,686.
2	Enter amount from Part I, line 27a	2	<332,715.>
3	Other increases not included in line 2 (itemize) ► <u>UNREALIZED GAIN/LOSS</u>	3	238,870.
4	Add lines 1, 2, and 3	4	2,864,841.
5	Decreases not included in line 2 (itemize) ►	5	180,594.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,684,247.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			P		
b PUBLICLY TRADED SECURITIES			P		
c CAPITAL GAINS DIVIDENDS					
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 508,459.		421,217.		87,242.	
b 1,232,570.		1,139,218.		93,352.	
c 15,510.				15,510.	
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				87,242.	
b				93,352.	
c				15,510.	
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		196,104.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}		3		N/A

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

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

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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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))
2012	461,019.	3,077,407.	.149808
2011	508,970.	3,463,291.	.146961
2010	453,776.	3,710,656.	.122290
2009	552,873.	3,783,243.	.146137
2008	488,190.	5,277,771.	.092499
2 Total of line 1, column (d)			2 .657695
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 .131539
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,820,909.
5 Multiply line 4 by line 3			5 371,060.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,309.
7 Add lines 5 and 6			7 373,369.
8 Enter qualifying distributions from Part XII, line 4			8 562,335.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1	2,309.
	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		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,309.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,309.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,797.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,797.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	6.
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	4,482.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 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? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► MICHELE DEAN Located at ► P.O. BOX 607, BLOOMFIELD HILLS, MI	Telephone no. ► 248-593-9371	ZIP+4 ► 48303
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	<input type="checkbox"/> N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," list the years ► _____, _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?	N/A	
4b		X	

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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

 Yes No Yes No Yes No Yes No Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

 Yes No

7a

7b

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD D. HELPIE, JR. P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
LESLIE S. HELPIE P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
SUSAN M. SYNOR P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	SECR/TREAS/DIRECTOR 0.00	0.	0.	0.

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

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

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

0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

►

0
Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

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

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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	2,674,385.
b	Average of monthly cash balances	1b	189,482.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,863,867.
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	2,863,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,958.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,820,909.
6	Minimum investment return. Enter 5% of line 5	6	141,045.

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	141,045.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,309.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,309.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,736.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	138,736.
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	138,736.

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	562,335.
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	562,335.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,309.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	560,026.

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				138,736.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	227,023.			
b From 2009	365,565.			
c From 2010	270,489.			
d From 2011	338,935.			
e From 2012	313,091.			
f Total of lines 3a through e	1,515,103.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 562,335.			0.	
a Applied to 2012, but not more than line 2a				
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				138,736.
e Remaining amount distributed out of corpus	423,599.			
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:	1,938,702.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
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		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 instr.				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	227,023.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,711,679.			
10 Analysis of line 9:				
a Excess from 2009	365,565.			
b Excess from 2010	270,489.			
c Excess from 2011	338,935.			
d Excess from 2012	313,091.			
e Excess from 2013	423,599.			

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AAH PREGNANCY CENTER 16755 MIDDLEBELT <u>LIVONIA, MI 48154</u>	N/A	PC	GENERAL FUND SUPPORT	500.
ADOPT A PLATOON P.O. BOX 1846 <u>MERRIFIELD, VA 22116</u>	N/A	PC	GENERAL FUND SUPPORT	112.
ALZHEIMER'S ASSOCIATION 20300 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076	N/A	PC	SUPPORT FOR PEOPLE WITH AND TO FIND A CURE FOR ALZHEIMERS DISEASE	200.
AMERICAN CANCER SOCIETY P.O. BOX 22718 <u>OKLAHOMA CITY, OK 73123</u>	N/A	PC	RESEARCH	200.
AMERICAN DIABETES ASSOCIATION 1701 N. BEAUREGARD ST <u>ALEXANDRIA, VA 22311</u>	N/A	PC	RESEARCH	500.
Total	SEE CONTINUATION SHEET(S)			► 3a 555,110.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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)

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

(See worksheet in line 13 instructions to verify calculations.)

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) 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	17.
4 Dividends and interest from securities			14	69,299.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income			14	2,925.
8 Gain or (loss) from sales of assets other than inventory			18	196,104.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.		268,345.
13 Total. Add line 12, columns (b), (d), and (e)			13	268,345.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN #1005	15.	15.	
JP MORGAN #5001	2.	2.	
TOTAL TO PART I, LINE 3	17.	17.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN #1005	66,132.	12,422.	53,710.	53,710.	
JP MORGAN #5001	18,677.	3,088.	15,589.	15,589.	
TO PART I, LINE 4	84,809.	15,510.	69,299.	69,299.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN #1005	2,925.	2,925.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,925.	2,925.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,450.	7,225.		7,225.
TO FORM 990-PF, PG 1, LN 16B	14,450.	7,225.		7,225.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	12,631.	12,631.		0.
JP MORGAN INVESTMENT FEES	16,952.	16,952.		0.
TO FORM 990-PF, PG 1, LN 16C	29,583.	29,583.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,300.	0.		0.
FOREIGN TAXES - JP MORGAN 1005	617.	617.		0.
TO FORM 990-PF, PG 1, LN 18	1,917.	617.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN TAX AND BOOK GAIN/LOSS ON INVESTMENT SALES	180,594.
TOTAL TO FORM 990-PF, PART III, LINE 5	180,594.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #1005 (SEE ATTACHED)	1,317,280.	1,317,280.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,317,280.	1,317,280.

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #5001 (SEE ATTACHED)	0.	0.
JP MORGAN #1005 (SEE ATTACHED)	540,353.	540,353.
TOTAL TO FORM 990-PF, PART II, LINE 10C	540,353.	540,353.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #1005 (SEE ATTACHED)	COST	389,399.	389,399.
TOTAL TO FORM 990-PF, PART II, LINE 13		389,399.	389,399.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD HELPIE
P.O. BOX 607
BLOOMFIELD HILLS, MI 48303

TELEPHONE NUMBER

248-386-8300

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST WITH PROOF OF CHARITABLE EXEMPT STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATION WILL MAKE CONTRIBUTIONS TO OTHER CHARITABLE, RELIGIOUS OR EDUCATIONAL ORGANIZATIONS (SECTION 501 (C)(3)) WHICH ARE NOT PRIVATE FOUNDATIONS. IT IS EXPECTED THAT THE CONTRIBUTIONS WILL INCLUDE CONTRIBUTIONS TO ORGANIZATIONS INVOLVED WITH DISADVANTAGED AND MEDICALLY IMPAIRED CHILDREN, COMMUNITY IMPROVEMENT AND EDUCATION.

HELPPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

Note ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value
Cash			
US DOLLAR	1.00	382,617.39	382,617.39
PROCEEDS FROM PENDING SALES	1.00	865.04	865.04
Total Cash			\$383,482.43
 US Fixed Income			
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND 46287-24-2	114.19	1,400.00	159,863.20
DOUBLELINE TOTAL RET BD-I	10.78	8,751.49	94,341.04
258620-10-3			
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7.98	5,043.74	40,249.02
JPM SHORT DURATION BOND FD - SEL	10.89	4,398.00	47,894.20
FUND 3133 4812C1-33-0			
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 4812A-29-0	10.31	4,914.50	50,668.54

HELPIE FAMILY CHARTIABLE FOUNDATION

EIN: 38-3374687

INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Fixed Income			
JPM INFLATION MGD BOND FD - SEL	10.38	4,473.13	46,431.08
FUND 2037			
48121A-56-3			
RIDGEWORTH SEIX FLOATING-I	9.06	1,777.18	16,101.29
76628T-67-8			
BLACKROCK HIGH YIELD BOND	8.21	10,329.35	84,803.92
091929-63-8			
Total US Fixed Income			\$540,352.29

HELPPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Prnce	Quantity	Value
US Large Cap Equity			
ABBVIE INC COM 00287Y-10-9 ABBV	52.81	62.000	3,274.22
ACCENTURE PLC-CL A G1151C-10-1 ACN	82.22	40.000	3,288.80
AIR PRODUCTS & CHEMICALS INC 009158-10-6 APD	111.78	37.000	4,135.86
ALEXANDRIA REAL ESTATE EQUITIES INC 015271-10-9 ARE	63.62	24.000	1,526.88
AMERIPRISE FINANCIAL INC 03076C-10-6 AMP	115.05	32.000	3,681.60
ANALOG DEVICES INC 032654-10-5 ADI	50.93	75.000	3,819.75
APPLE INC. 037833-10-0 AAPL	561.02	7.000	3,927.14
ARTHUR J GALLAGHER & CO 363576-10-9 AJG	46.93	67.000	3,144.31
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	80.80	40.000	3,231.96
BAXTER INTERNATIONAL INC 071813-10-9 BAX	69.55	46.000	3,199.30
BB & T CORP 054937-10-7 BBT	37.32	98.000	3,657.36

HELPIE FAMILY CHARTIABLE FOUNDATION

EIN: 38-3374687

INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
BECTON DICKINSON & CO 075887-10-9 BDX	110.49	33.000	3,646.17
BLACKROCK INC 09247X-10-1 BLK	316.47	15.000	4,747.05
BRINKER INTERNATIONAL INC 109641-10-0 EAT	46.34	42.000	1,946.28
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53.15	101.000	5,368.15
CHEVRON CORP 166764-10-0 CVX	124.91	60.000	7,494.60
CINCINNATI FINANCIAL CORP 172062-10-1 CINF	52.37	39.000	2,042.43
CINEMARK HOLDINGS INC 17243V-10-2 CNK	33.33	80.000	2,666.40
CME GROUP INC 12572Q-10-5 CME	78.46	64.000	5,021.44
CMS ENERGY CORP 125896-10-0 CMS	26.77	80.000	2,141.60
COCA-COLA CO 191216-10-0 KO	41.31	80.000	3,304.80
COMCAST CORPORATION SPLA + 20030N-20-0 CMCS K	49.88	45.000	2,244.60
CONOCOPHILLIPS 20825C-10-4 COP	70.65	120.000	8,478.00

HELPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
CULLEN FROST BANKERS INC 229899-10-9-CFR	74.43	29 000	2,158.47
DTE ENERGY CO 233331-10-7-DTE	66.39	23.000	1,526.97
DUNKIN BRANDS GROUP INC 265504-10-0-DNKN	48.20	35 000	1,687.00
E I DU PONT DE NEMOURS & CO 265534-10-9-DD	64.97	40.000	2,598.80
EDISON INTERNATIONAL 281020-10-7-EIX	46.30	91.000	4,213.30
EMERSON ELECTRIC CO 291011-10-4-EMR	70.18	32.000	2,245.76
EXXON MOBIL CORP 30231G-10-2-XOM	101.20	85 000	8,602.00
FIDELITY NATIONAL INFORMATION SERVICES 31620M-10-6-FIS	53.68	58 000	3,113.44
GENUINE PARTS CO 372460-10-5-GPC	83.19	40 000	3,327.60
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4-HIG	36.23	104 000	3,767.92
HOME DEPOT INC 437076-10-2-HD	82.34	49.000	4,034.66
HONEYWELL INTERNATIONAL INC 438516-10-6-HON	91.37	45 000	4,111.65

HELPPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	84.08	46 000	3,867.68
JM SMUCKER CO 832696-40-5 SJM	103.62	14 000	1,450.68
JOHNSON & JOHNSON 478160-10-4 JNJ	91.59	126 000	11,540.34
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31.78	1,635.575	51,978.57
JPM REN SPX 09/04/14 2 XLEV-7.85% CAP-15.70%MAXPYMT INITIAL LEVEL-08/16/13 SPX 1655.83 48126N-NM-5	108.72	35,000.000	38,052.00
JPM TAX AWARE EQUITY FD - INSTL FUND 1236 4812A1-65-4 JPDE X	26.53	783.659	20,790.47
KINDER MORGAN INC 49456B-10-1 KMI	36.00	45 000	1,620.00
KLA-TENCOR CORP 482480-10-0 KLAC	64.46	62 000	3,996.52
L BRANDS, INC. 501797-10-4 LB	61.85	43.000	2,659.55
LORILLARD INC 544147-10-1 LO	50.68	54 000	2,736.72
M & T BANK CORP 55261F-10-4 MTB	116.42	30.000	3,492.60

HELPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

		Price	Quantity	Value
US Large Cap Equity				
MACYS INC 55616P-10-4 M	53.40	33 000	1,762 20	
MARATHON PETROLEUM CORPORATION 56565A-10-2 MPC	91.73	36.000	3,302.28	
MC DONALDS CORP 580135-10-1 MCD	97.03	16.000	1,552.48	
MCGRAW HILL FINANCIAL INC 580645-10-9 MHFI	78.20	33 000	2,580.60	
MERCK AND CO INC 58933Y-10-5 MRK	50.05	160 000	8,008.00	
METLIFE INC 59156R-10-8 MET	53.92	70.000	3,774.40	
MICROSOFT CORP 594918-10-4 MSFT	37.41	96 000	3,591.36	
MONDELEZ INTERNATIONAL-WI 609207-10-5 MDLZ	35.30	121.000	4,271.30	
NEXTERA ENERGY INC 65339F-10-1 NEE	85.62	46 000	3,938.52	
NISOURCE INC 65473P-10-5 NI	32.88	106 000	3,485.28	
NORDSTROM INC 655664-10-0 JWN	61.80	4 000	247.20	
NORFOLK SOUTHERN CORP 655644-10-8 NSC	92.83	23 000	2,135.09	
NORTHERN TRUST CORP 665659-10-4 NTRS	61.89	66.000	4,084.74	

HELPPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
OXFORD PETROLEUM CORP 674599-10-5-OXY	95.10	86.000	8,178.60
OMNICOM GROUP INC 681919-10-6-OMC	74.37	49.000	3,644.13
PACCAR INC 693718-10-8-PCAR	59.17	89.000	5,266.13
PFIZER INC 7117081-10-3-PFE	30.63	308.000	9,434.04
PHILIP MORRIS INTERNATIONAL 718172-10-9-PM	87.13	74.000	6,447.62
PNC FINANCIAL SERVICES GROUP INC 693475-10-5-PNC	77.58	88.000	6,827.04
PPG INDUSTRIES INC 693506-10-7-PPG	189.66	11.000	2,086.26
PROCTER & GAMBLE CO 742718-10-9-PG	81.41	64.000	5,210.24
PRUDENTIAL FINANCIAL INC 744320-10-2-PRU	92.22	53.000	4,887.66
QUALCOMM INC 747525-10-3-QCOM	74.25	33.000	2,450.25
SEMPRA ENERGY 816851-10-9-SRE	89.76	51.000	4,577.76
SNAP-ON INC 833034-10-1-SNA	109.52	16.000	1,752.32
SPDR S&P 500 ETF TRUST 78462F-10-3-SPY	184.69	298.000	55,037.62

HELPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
T ROWE PRICE GROUP INC 74144T-10-8 TROW	83.77	44.000	3,685.88
TEXAS INSTRUMENTS INC 882508-10-4 TXN	43.91	63.000	2,766.33
THE HERSHEY COMPANY 427866-10-8 HSY	97.23	26.000	2,527.98
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	90.54	66.000	5,975.64
TIFFANY & CO 886547-10-8 TIF	92.78	14.000	1,298.92
TIME WARNER INC NEW 887317-30-3 TWX	69.72	68.000	4,740.96
TIME WARNER CABLE INC 88732J-20-7 TWNC	135.50	15.000	2,032.50
TUPPERWARE CORP 899896-10-4 TUP	94.53	17.000	1,607.01
UNION PACIFIC CORP 907818-10-8 UNP	168.00	9.000	1,512.00
UNITED PARCEL SERVICE INC CL B 911312-10-6 UPS	105.08	38.000	3,993.04
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113.80	40.000	4,552.00
US BANCORP DEL 902973-30-4 USB	40.40	82.000	3,312.80

HELPPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
VF CORP 919204-10-8 VFC	62.34	68.000	4,239.12
VALIDUS HOLDINGS LTD G9319H-10-2 VR	40.29	85.000	3,424.65
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49.14	106.000	5,208.84
WELLS FARGO & CO 949746-10-1 WFC	45.40	317.000	14,391.80
WILLIAMS SONOMA INC 969904-10-1 WSM	58.28	58.000	3,380.24
WILLIAMS COMPANIES INC 969457-10-0 WMB	38.57	44.000	1,697.08
XCEL ENERGY INC 98389B-10-0 XEL	27.94	72.000	2,011.68
XILINX CORP 983919-10-1 XLNX	45.92	67.000	3,076.64
YUM BRANDS INC 988498-10-1 YUM	75.61	53.000	4,007.33
3M CO 88579Y-10-1 MMM	140.25	26.000	3,646.50
Total US Large Cap Equity			\$511,183.46

HELPPIE FAMILY CHARTIABLE FOUNDATION

EIN: 38-3374687

INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Mid Cap Equity			
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133.81	207 000	27,698.67
JPM MKT EXP ENH INDEX FD . SEL FUND 3708 4812C1-63-7 PGMI X	13.13	2,781 118	36,516.08
PRUDENTIAL JENN M/C GROW-Z 74441C-80-8 PEGZ X	40.49	2,255 018	91,305.68
Total US Mid Cap Equity			\$155,520.43
 EAFE Equity			
CS LEV CONT BUFF EQ MXEA 9/4/14 90% CONTIN BARRIER- 8%CAP 2X LEV -16% MAXPYMT INITIAL LEVEL-08/16/13 MXEA 17.65 470 22547Q-TK-6	107.34	30,000.000	32,200.50
DB BREW MXEA 04/09/14 10%BUFFER-1.5XLEV- 7.1%CAP 10.65%MAXRTRN INITIAL LEVEL-03/22/13 MXEA 16.86 72 25152R-CD-3	109.06	25,000.000	27,265.25
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	385.000	25,831.58

HELPPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
EAFE Equity			
JPM BRENT MXEA 3/5/14 10% BUFFER-1 SXLEV 7 55%CAP 11.325%MAXPYMT INITIAL LEVEL-02/15/13 MXEA 1663.46 48126D-XF-1	110.44	25,000.000	27,610.00
JPM REN MXEA 06/2/5/14 2 SXLEV-11.05%CAP, 22.1%MAXPYMT INITIAL LEVEL-06/07/13 MXEA 1682.78 48126N-DY-0	114.31	30,000.000	34,293.00
MFS INTL VALUE-I 55273E-822-2 MINI X	35.18	2,094.616	73,688.59
OAKMARK INTERNATIONAL FD-I 413638-20-2 OAKIX X	26.32	3,656.992	96,252.03
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	10.15	7,732.335	78,483.20
Total EAFE Equity			\$395,624.15
 European Large Cap Equity			
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594.56 2515A1-LR-0	120.09	25,000.000	30,021.50

HELPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
European Large Cap Equity			
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	342 000	20,109.60
Total European Large Cap Equity			\$50,131.10
 Asia ex-Japan Equity			
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MPI1 X	15.59	1,861.411	29,019.40
MATTHEWS PACIFIC TIGER FD-1S 577130-83-4 MIPT X	24.97	568.618	14,198.39
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.01	3,347.825	53,598.68
Total Asia ex-Japan Equity			\$96,816.47
 Emerging Market Equity			
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16.27	1,654.456	26,918.00
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	1,245.536	26,455.18
Total Emerging Market Equity			\$53,373.18

HELPPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
Global Equity JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.83	3,064.005	54,631.21

HELPPIE FAMILY CHARTIABLE FOUNDATION
EIN: 38-3374687
INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Estimated Value
Hedge Funds			
EQUINOX FDS TR EQNX CB STGY I 29446A-81-9 EB\$1 X	10.50	6,493.768	68,184.56
GATEWAY FUND-Y 367829-88-4 GTEY X	28.99	2,534.254	73,468.02
GOLDMAN SACHS TR STRG INCM INST 38145C-64-6 GSZ1 X	10.66	1,947.343	20,758.68
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.86	2,002.315	25,749.77
Total Hedge Funds			\$313,138.34
 Hard Assets			
JPM CONT BUFF EQ BRENT 08/13/14 LNKD TO CO1 80% BARRIER- 4.6%CPN 15.00%CAP INITIAL LEVEL-08/01/13 CO1 109.43 48126D-6D-6	103.58	12,000.000	12,429.60

HELPPIE FAMILY CHARTIABLE FOUNDATION

EIN: 38-3374687

INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Estimated Value
Hard Assets			
JPM ENHANCED BETA DAILY RETURN NOTE	101.89	25,000.000	25,472.50
LNKD TO JBACDJST			
MATURITY DATE 11/27/18			
DD 11/22/13			
48126N-TE-7			
PIMCO COMMODITYPL STRAT-P	10.67	3,594.964	38,358.27
72201P-16-7 PCLP X			
Total Hard Assets			\$76,260.37

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN LUNG ASSOCIATION 1950 ARLINGATE LANE COLUMBUS, OH 43228	N/A	PC	RESEARCH	150.
AGING PROJECTS P.O. BOX 5043 HENDERSONVILLE, NC 28793	N/A	PC	GENERAL FUND SUPPORT	3,621.
AUTISM SPEAKS 2700 S RIVER RD, STE. 304 DES PLAINES, IL 60018	N/A	PC	CHILD HEALTH ADVOCACY	500.
BIG HORN CHARITIES 255 PALOWET DRIVE PALM DESERT, CA 92260	N/A	PC	GENERAL FUND SUPPORT	5,000.
CANYONLAND FIELD INSTITUTE PO BOX 68 MOAB, UT 84532	N/A	PC	ENVIRONMENTAL PROTECTION	1,200.
CHAMPIONS OF WAYNE 3001 4TH ST WAYNE, MI 48184	N/A	PC	TO SUPPORT THE STUDENTS OF WAYNE MEMORIAL HIGH SCHOOL	120,000.
CHILDREN'S HOSPITAL OF COLORADO 13123 E. 16TH AVE, BOX 045 AURORA, CO 80045	N/A	PC	GENERAL FUND SUPPORT	12,000.
COLLEGE OF THE DESERT FOUNDATION 43-500 MONTEREY AVE PALM DESERT, CA 92260	N/A	PC	GENERAL FUND SUPPORT	1,000.
CORNERSTONE SCHOOL 6861 E. NEVADA DETROIT, MI 48234	N/A	PC	VISION OF EXCELLENCE, CLASS SPONSORSHIP	25,000.
CRANBROOK 380 LONE PINE ROAD BLOOMFIELD HILLS, MI 48303	N/A	PC	SCHOLARSHIPS FOR DESERVING STUDENTS	79,800.
<u>Total from continuation sheets</u>				553,598.

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DFC JASON C SCHWENZ FOUNDATION 6117 JERRYS DR COLUMBIA, MD 21044	N/A	PC	GENERAL FUND SUPPORT	2,500.
DETROIT ZOOLOGICAL SOCIETY 8450 W. 10 MILE ROAD ROYAL OAK, MI 48067	N/A	PC	GENERAL FUND SUPPORT	200.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCH MIRAGE, CA 92270	N/A	PC	GENERAL FUND SUPPORT	5,000.
EQUEST CENTER FOR THERAPEUTIC RIDING 3777 RECTOR NE ROCKFORD, MI 49341	N/A	PC	EQUINE-BASED THERAPY TO PHYSICALLY AND MENTALLY CHALLENGED INDIVIDUALS	500.
FORGOTTEN HARVEST 21800 GREENFIELD ROAD OAK PARK, MI 48237	N/A	PC	TO RELIEVE HUNGER IN THE DETROIT METROPOLITAN COMMUNITY	300.
GEORGE W. BUSH PRESIDENTIAL CENTER 2943 SMU BLVD DALLAS, TX 75205	N/A	PC	GENERAL FUND SUPPORT	5,000.
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFAIT DETROIT, MI 48207	N/A	PC	FIGHT AGAINST HUNGER	300.
GOODWILL INDUSTRIES 3111 GRAND RIVER DETROIT, MI 48208	N/A	PC	ASSISTANCE TO INDIGENT FAMILIES	250.
GRACE CENTERS OF HOPE 35 E. HURON ST PONTIAC, MI 48342	N/A	PC	ASSISTANCE TO INDIGENT FAMILIES	500.
HAVEN PO BOX 431045 PONTIAC, MI 48343	N/A	PC	TO HELP WOMEN CHILDREN AND MEN WHO HAVE SUFFERED FROM CRIMES OF DOMESTIC AND SEXUAL VIOLENCE	500.
Total from continuation sheets				

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HAWN FOUNDATION 220 26TH STREET, SUITE 203 SANTA MONICA, CA 90402	N/A	PC	GENERAL FUND SUPPORT	2,000.
HOSPICE OF MICHIGAN 400 MACK AVENUE DETROIT, MI 48201	N/A	PC	HEALTH CARE ASSISTANCE FOR PEOPLE WITH A TERMINAL ILLNESS	1,000.
JUVENILE DIABETES 24359 NORTHWESTERN HWY, #225 SOUTHFIELD, MI 48075	N/A	PC	JUVENILE DIABETES RESEARCH FOR CURE	500.
JOE NIEKRO FOUNDATION P.O. BOX 2876 SCOTTSDALE, AZ 85252	N/A	PC	GENERAL FUND SUPPORT	4,000.
LESA PATHWAY SCHOOL 1425 W GRAND RIVER AVE HOWELL, MI 48843	N/A	PC	GENERAL FUND SUPPORT	13,776.
LIGHTHOUSE OF OAKLAND COUNTY 46156 WOODWARD AVE PONTIAC, MI 48342	N/A	PC	ASSISTANCE TO INDIGENT FAMILIES	500.
LUTHERAN CHURCH OF THE REDEEMER 1800 W. MAPLE RD BIRMINGHAM, MI 48009	N/A	PC	RELIGIOUS, CHURCH GIFT FUND	33,250.
MAKE A WISH FOUNDATION 2300 GENOA BUSINESS PARK DR, SUITE 290 BRIGHTON, MI 48114	N/A	PC	GENERAL FUND SUPPORT	1,000.
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	N/A	PC	SUPPORT AND RESEARCH FOR THE HEALTH OF BABIES	100.
METHODIST CHILDREN'S HOME 26645 W. SIX MILE ROAD REDFORD, MI 48240	N/A	PC	GENERAL FUND SUPPORT	1,000.
<u>Total from continuation sheets</u>				

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MICHIGAN HUMANE SOCIETY 7401 CHRYSLER DR DETROIT, MI 48211	N/A	PC	RESCUE, TREAT AND SHELTER ANIMALS	250.
MOTHERS AGAINST PRESCRIPTION DRUG ABUSE 31855 DATE PALM DRIVE, SUITE 3 CATHEDRAL CITY, CA 92234	N/A	PC	GENERAL FUND SUPPORT	1,000.
OAKWOOD FOUNDATION 15500 LUNDY PARKWAY DEARBORN, MI 48126	N/A	PC	TO SUPPORT PATIENT CARE AND ASSIST IN COMMUNITY OUTREACH AND PREVENTION PROGRAMS	200,500.
OPEN DOOR RESCUE MISSION 3442 MCDougall DETROIT, MI 48207	N/A	PC	ASSISTANCE TO PEOPLE IN NEED IN THE DETROIT AREA	500.
PALM SPRINGS ART MUSEUM P.O. BOX 2310, 101 MUSEM DR PALM SPRINGS, CA 92263	N/A	PC	GENERAL FUND SUPPORT	350.
PURPLE ROSE THEATRE 137 PARK STREET CHELSEA, MI 48118	N/A	PC	GENERAL FUND SUPPORT	10,000.
RONALD MCDONALD HOUSE OF DETROIT 3911 BEAUBIEN BLVD DETROIT, MI 48201	N/A	PC	GENERAL FUND SUPPORT	200.
SALVATION ARMY PONTIAC CORPS P.O. BOX 44530 DETROIT, MI 44530	N/A	PC	GENERAL FUND SUPPORT	500.
SECOND HARVEST FOOD BANK 8014 MARINE WAY IRVINE, CA 92618	N/A	PC	FIGHT AGAINST HUNGER	200.
SPECIAL OLYMPICS E. CAMPUS DRIVE, MT PLEASANT, MI 48859	N/A	PC	TO EMPOWER INDIVIDUALS WITH INTELLECTUAL DISABILITIES	250.
Total from continuation sheets				

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. JOESPH MERCY ANN ARBOR 5305 E HURON RIVER DRIVE ANN ARBOR, MI 48106	N/A	PC	GENERAL FUND SUPPORT	851.
ST. JOSEPH MERCY OAKLAND 44405 WOODWARD AVENUE PONTIAC, MI 48341	N/A	PC	GENERAL FUND SUPPORT	3,750.
ST. JUDE CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	N/A	PC	GENERAL FUND SUPPORT	500.
ST. MARGARET'S EPISCOPAL CHURCH 47535 HIGHWAY 74 PALM DESERT, CA 92260	N/A	PC	GENERAL FUND SUPPORT	200.
SUSAN G. KOMEN FOR THE CURE P.O. BOX 96216 WASHINGTON, DC 20090	N/A	PC	GENERAL FUND SUPPORT	200.
BOTSFORD HOSPITAL 28050 GRAND RIVER AVENUE FARMINGTON HILLS, MI 48336	N/A	PC	GENERAL FUND SUPPORT	10,000.
THE COMMUNITY HOUSE 380 SOUTH BATES STREET BIRMINGHAM, MI 48009	N/A	PC	GENERAL FUND SUPPORT	600.
THE DAC FOUNDATION 241 MADISON STREET DETROIT, MI 48226	N/A	PC	GENERAL FUND SUPPORT	300.
TOYS FOR TOTS 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172	N/A	PC	COLLECT TOYS AS GIFTS FOR NEEDY CHILDREN	250.
UNIVERSITY OF HAWAII FOUNDATION 2444 DOLE STREET, BACHMAN HALL 105 HONOLULU, HI 69822	N/A	PC	ASSISTANCE FOR THE UNIVERSITY OF HAWAII AND ITS STUDENTS	2,000.
Total from continuation sheets				

HELPIE FAMILY CHARITABLE FOUNDATION

38-3374687

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

323831
05-01-13

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. HELPIE FAMILY CHARITABLE FOUNDATION	Employer identification number (EIN) or 38-3374687
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 607	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BLOOMFIELD HILLS, MI 48303	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MICHELE DEAN

- The books are in the care of ► P.O. BOX 607 - BLOOMFIELD HILLS, MI 48303

Telephone No. ► 248-593-9371

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2013 or

► tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 6,797.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 1,797.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 5,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HELPIE FAMILY CHARITABLE FOUNDATION	
	Employer identification number (EIN) or 38-3374687	
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 607	
	Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. BLOOMFIELD HILLS, MI 48303		

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MICHELE DEAN

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	6 , 797 .
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	6 , 797 .
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0 .

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Title ► CPA

Date ►

Form 8868 (Rev. 1-2014)

323842
12-31-13