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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation Pappas Foundation, Inc.			A Employer identification number 38-3386198	
Number and street (or P O box number if mail is not delivered to street address) 30301 Northwestern Hwy		Room/suite 200	B Telephone number (see instructions) (248) 539-8292	
City or town Farmington Hills	State MI	ZIP code 48334		
Foreign country name	Foreign province/state/country	Foreign postal code	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 ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,258,767		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))		(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)	323,720			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	15,569	15,569		
	4 Dividends and interest from securities	10,854	10,854		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-26,920			
	b Gross sales price for all assets on line 6a 320,122				
	7 Capital gain net income (from Part IV, line 2)				
	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)					
12 Total. Add lines 1 through 11	323,223	26,423	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	878			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20			
	24 Total operating and administrative expenses. Add lines 13 through 23	898	0	0	0
	25 Contributions, gifts, grants paid	137,171			137,171
26 Total expenses and disbursements. Add lines 24 and 25	138,069	0	0	137,171	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	185,154				
b Net investment income (if negative, enter -0-)		26,423			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1. Cash—non-interest-bearing	223,390	379,138	
	2. Savings and temporary cash investments	661,239	668,550	
	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)	1,290,944	1,313,039	1,258,767
	c. Investments—corporate bonds (attach schedule)			
	11. Investments—land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12. Investments—mortgage loans			
	13. Investments—other (attach schedule)			
	14. Land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15. Other assets (describe ▶)			
	16. Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,175,573	2,360,727	1,258,767
	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	2,190,365	2,375,522	
	28. Paid-in or capital surplus, or land, bldg, and equipment fund			
	29. Retained earnings, accumulated income, endowment, or other funds	-14,792	-14,795	
	30. Total net assets or fund balances (see instructions)	2,175,573	2,360,727	
	31. Total liabilities and net assets/fund balances (see instructions)	2,175,573	2,360,727	

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	2,175,573
2. Enter amount from Part I, line 27a	2	185,154
3. Other increases not included in line 2 (itemize) ▶	3	
4. Add lines 1, 2, and 3	4	2,360,727
5. Decreases not included in line 2 (itemize) ▶	5	
6. Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,360,727

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 Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			0
c			0
d			0
e			0

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	-26,920
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	-25,150

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.

(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	106,811	1,885,443	0.056650
2011	95,429	1,882,574	0.050691
2010	94,256	1,703,152	0.055342
2009	70,680	1,369,474	0.051611
2008	73,073	1,387,688	0.052658

2	Total of line 1, column (d)	2	0.266952
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	0.053390
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,185,776
5	Multiply line 4 by line 3	5	116,699
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	264
7	Add lines 5 and 6	7	116,963
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	137,171

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 ☐ 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		264
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		264
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		264
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		0
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		264
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	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?		
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>		
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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>		
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>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address ▶ N/A				
14	The books are in care of ▶ Norman A. Pappas Telephone no ▶ (248) 539-8292			
Located at ▶ 30301 Northwestern Hwy, Suite 200 Farmington Hills MI ZIP+4 ▶ 48334				
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			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 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	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. ▶ 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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)? (see instructions) ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

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

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
Norman A. Pappas 30301 N. Hwy., Ste 200 Farmington Hills, MI 48334	Director			
Susan L. Pappas 30301 N. Hwy., Ste 200 Farmington Hills, MI 48334	Director			
Sydell Pappas 30301 N. Hwy., Ste 200 Farmington Hills, MI 48334	Director			

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

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		▶

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 (see instructions)

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

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	1,201,857
b	Average of monthly cash balances	1b	1,017,205
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,219,062
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,219,062
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	33,286
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,185,776
6	Minimum investment return. Enter 5% of line 5	6	109,289

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	109,289
2a	Tax on investment income for 2013 from Part VI, line 5	2a	264
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	264
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,025
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	109,025
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	109,025

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	137,171
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	137,171
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	264
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	136,907

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				109,025
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____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	4,631			
b From 2009	2,705			
c From 2010	9,676			
d From 2011	1,814			
e From 2012	13,129			
f Total of lines 3a through e	31,955			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 137,171				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				109,025
e Remaining amount distributed out of corpus	28,146			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	60,101			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	4,631			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	55,470			
10 Analysis of line 9:				
a Excess from 2009	2,705			
b Excess from 2010	9,676			
c Excess from 2011	1,814			
d Excess from 2012	13,129			
e Excess from 2013	28,146			

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

- 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

Norman A Pappas

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

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

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

- a** The name, address, and telephone number or e-mail address 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 <i>Paid during the year</i>				
Ahavas Olam Torah Center 25140 Praire Southfield, MI 48075	None		Charitable	500
Aish HaTorah of Huntington Woods 25800 NW Hwy Ste 80 Birmingham, MI 48076	None		Charitable	5,000
American Friends of Darche Noam 14 Beechwood Drive Lawrence, NY 11559	None		Charitable	100
Anshe Shalom Synagogue 57108 Covington Drive Washington, MI 48094	None		Charitable	180
Chabad of Greater Downtown Detroit 278 Mack Avenue Detroit, MI 48201	None		Charitable	1,000
Colon Cancer Challenge Foundation 280 North Old Woodward Ave Suite 406 Birmingham, MI 48008	None		Charitable	100
Crohn's & Colitis 31313 NW Hwy #209 Farmington Hills Farmington Hills, MI 48334	None		Charitable	175
Frankel Jewish Academy 6600 West Maple Road West Bloomfield, MI 48322	None		Charitable	180
Friendship Circle, The 6892 W. Maple Rd. West Bloomfield, MI 48322	None		Charitable	2,500
Gleaners Community Food Bank 2131 Beaufait Detroit, MI 48207	None		Charitable	500
Hadassah - Keepers of the Gate 5030 Orchard Lake Rd West Bloomfield, MI 48323	None		Charitable	136
Total See Attached Statement			▶ 3a	137,171
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

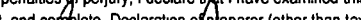
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
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			

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No
	 Signature of officer or trustee	5/5/2014 Date	Director Title		
Paid Preparer Use Only	Pnnn/Type preparer's name	Preparer's signature SELF-PREPARED RETURN	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no ▶			

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Pappas Foundation, Inc

Employer identification number

38-3386198

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization

Pappas Foundation, Inc

Employer identification number

38-3386198

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Norman A. Pappas 30301 Northwestern Hwy., Ste 200 Farmington Hills MI 48334 Foreign State or Province Foreign Country	\$ 323,720	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
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			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization Pappas Foundation, Inc.	Employer identification number 38-3386198
---	--

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Home Depot / HD Stock	\$ 31,880	
1	Syntel Inc / SYNT Stock	\$ 32,440	
1	Kimberly Clark / KMB Stock	\$ 28,055	
1	Mondelez Intl / MDLZ Stock	\$ 6,407	
	Hexcel Corp / HXL Stock	\$ 16,865	
	B/E Aerospace / BEAV Stock	\$ 25,908	

Name of organization

Pappas Foundation, Inc.

Employer identification number

38-3386198

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	Express Scripts / ESRX Stock ----- -----	\$ ----- 9,708	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	Hexcel Corp / HXL Stock ----- -----	\$ ----- 17,445	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	Merck & Co / MRK Stock ----- -----	\$ ----- 13,458	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	Phillips 66 / PSX Stock ----- -----	\$ ----- 14,802	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	Reliance Steel / RS Stock ----- -----	\$ ----- 66,980	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	TE Connectivity / TEL Stock ----- -----	\$ ----- 18,100	-----

Name of organization Pappas Foundation, Inc.	Employer identification number 38-3386198
---	--

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	Thermo Fisher / TMO Stock ----- ----- -----	\$ ----- 38,503	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	WPX Energy / WPX Stock ----- ----- -----	\$ ----- 3,169	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Hebrew Free Loan

Street

6735 Telegraph Rd Suite 140

City

West Bloomfield

State

MI

Zip Code

48301

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

3,600

Name

Holocaust Memorial Center

Street

28123 Orchard Lake Rd

City

Farmington Hills

State

MI

Zip Code

48334

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

250

Name

Innocence Project

Street

40 Worth St., Suite 701

City

New York

State

NY

Zip Code

10013

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,000

Name

JARC

Street

30301 NW Hwy Ste 100

City

Farmington Hills

State

MI

Zip Code

48334

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,500

Name

Jewish Community Campus/JCC

Street

15110 West Ten Mile Rd

City

Oak Park

State

MI

Zip Code

48237

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,220

Name

Jewish Federation Metro Detroit

Street

PO Box 2030

City

Bloomfield Hills

State

MI

Zip Code

48303

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

77,280

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Jewish News Foundation

Street

29200 Northwestern Hwy

City

Southfield

State

MI

Zip Code

48034

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,000

Name

Jewish United Fund

Street

30 S Wells St

City

Chicago

State

IL

Zip Code

60606

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

252

Name

Jewish Vocational Serv.

Street

29699 Southfield

City

Southfield

State

MI

Zip Code

48076

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

350

Name

Maot Chitim of Greater Chicago

Street

7366 N Lincoln Ave. Suite 301

City

Lincolnwood

State

IL

Zip Code

60712

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

208

Name

Michigan League of Public Policy

Street

1223 Turner Street Suite G1

City

Lansing

State

MI

Zip Code

48906

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

500

Name

Robinson Tennis Academy, The

Street

11499 Conner Avenue Hanger #12

City

Detroit

State

MI

Zip Code

48213

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

5,100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Tamarack Camp

Street

6735 Telegraph, Suite 380

City

Bloomfield Hills

State

MI

Zip Code

48301

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

3,400

Name

Temple Beth El

Street

7400 Telegraph

City

Bloomfield Hills

State

MI

Zip Code

48301

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,250

Name

Temple Shur Shalom

Street

3999 Walnut Lake Road

City

West Bloomfield

State

MI

Zip Code

48323

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

500

Name

United Jewish Foundation

Street

6735 Telegraph Road

City

Bloomfield Hills

State

MI

Zip Code

48303

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

2,000

Name

Yad Ezra

Street

2850 West 11 Mile Road

City

Berkley

State

MI

Zip Code

48072

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

2,500

Name

Yeshiva Beth Yehudah

Street

15751 Lincoln Drive

City

Southfield

State

MI

Zip Code

48076

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

18,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Heritage Retreats

Street

557 Fenlon Blvd.

City

Clifton

State

NJ

Zip Code

07014

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,680

Name

Hillel Day School

Street

32200 Middlebelt Rd

City

Farmington Hills

State

MI

Zip Code

48334

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

450

Name

Friends of Israel Defense Forces

Street

6735 Telegraph Ste 350

City

Bloomfield Hills

State

MI

Zip Code

48301

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

250

Name

Jewish Senior Life (JSL)

Street

Eight Over Eighty 15000 West Ten Mile Rd

City

Oak Park

State

MI

Zip Code

48237

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

160

Name

Juvenile Diabetes Resr Foundaton

Street

24359 Northwestern Hwy

City

Southfield,

State

MI

Zip Code

48075

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,000

Name

Matan B'Seter

Street

15699 Jeanette

City

Southfield,

State

MI

Zip Code

48075

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Remarkable Women

Street

28555 Orchard Lake Rd

City

Farmington Hills

State

MI

Zip Code

48334

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

750

Name

University of Michigan

Street

1000 S. State Street

City

Ann Arbor

State

MI

Zip Code

48109

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

1,000

Name

Yeshivas Darchei Torah

Street

21550 West 12 Mile

City

Southfield,

State

MI

Zip Code

48076

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Charitable

Amount

600

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Capital Gains/Losses			Other sales					
Amount										Gross Sales			Cost, Other Basis and Expenses			Net Gain or Loss		
Long Term CG Distributions										320,122			347,042			-26,920		
Short Term CG Distributions										0			0			0		
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss				
1	X Home Depot	HD	Pappas Foundation	X	6/17/1998	D	1/14/2013	31,720	31,880					-160				
2	X Syntel Inc	SYNT	Pappas Foundation	X	1/12/1999	D	3/19/2013	31,969	32,440					-471				
3	X Kimberly Clark	KMB	Pappas Foundation	X	10/21/1999	D	3/21/2013	27,731	28,055					-324				
4	X Mondelez	MDLZ	Pappas Foundation	X	4/3/2013	D	4/4/2013	6,242	6,407					-165				
5	X Hexcel Corp	HXL	Pappas Foundation	X	5/16/2013	D	5/17/2013	16,753	16,865					-112				
6	X B/E Aerospace	BEAV	Pappas Foundation	X	7/2/2013	D	7/3/2013	25,170	25,908					-738				
7	X Express Scripts	ESRX	Pappas Foundation	X	7/2/2013	D	7/3/2013	9,648	9,708					-60				
8	X Hexcel Corp	HXL	Pappas Foundation	X	7/2/2013	D	7/3/2013	16,370	17,445					-475				
9	X Merck & Co	MRK	Pappas Foundation	X	7/2/2013	D	7/3/2013	13,376	13,458					-82				
10	X Phillips 66	PSX	Pappas Foundation	X	7/2/2013	D	7/3/2013	14,240	14,803					-563				
11	X TE Connectivity	TEL	Pappas Foundation	X	7/2/2013	D	7/3/2013	17,941	18,100					-159				
12	X Reliance Steel	RS	Pappas Foundation	X	7/2/2013	D	7/8/2013	66,909	66,980					-71				
13	X Thermo Fisher	TMO	Pappas Foundation	X	7/2/2013	D	7/8/2013	38,321	38,503					-182				
14	X WPX Energy	WPX	Pappas Foundation	X	7/2/2013	D	7/8/2013	3,132	3,169					-37				
15	X First Place Financial	FPECO	Pappas Foundation	X	5/26/2004	D	9/9/2013	0	21,551					-21,551				
16	X Owens	OCWSB	Pappas Foundation	X		D	10/31/2013	0	1,770					-1,770				

Part I, Line 18 (990-PF) - Taxes

		878	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	583			
3	Income tax	295			

Part I, Line 23 (990-PF) - Other Expenses

		20	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Miscellaneous Fees	20			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Bank of America	500	18,950	18,950	5,805	7,785
2	Boston SCI / BSA	840	40,050	40,050	4,813	10,088
3	CitiGroup / C	50	13,480	13,480	1,978	2,606
4	Conseco Inc.	9	1	1	84	159
5	First Place Fin. / FPFC	1,224	21,551	0	6	0
6	Flagstar Bancorp Inc / FBC	100	5,800	5,800	194	196
7	Huntington BKSH / HBAN	3,000	42,195	42,195	19,170	28,950
8	Nucor / NUE	500	16,174	16,174	21,580	26,690
9	Nokia Corp / NOK	800	6,882	8,777	1,185	6,488
10	NY Comm Bank / NYB	2,000	35,910	35,910	26,200	33,700
11	Pfizer Inc. / PFE	1,000	25,320	25,320	25,079	30,630
12	SEI		267,962	274,449	306,919	317,555
13	Teva Pharm Onnds / TEVA	2,876	122,778	122,778	107,390	115,270
14	Alpine Dividend Fund		286,661	288,264	286,375	287,692
15	Marco Polo Fund		250,000	250,000	218,554	208,049
16	CF Industries	47	4,045	4,045	9,549	10,953
17	Owens Corning	425	1,770	0	1,665	0
18	Wells Fargo Ultra Short		77,079	77,293	77,238	77,291
19	Sothorn Copper Corp / SCCO	500	13,579	13,579	19,119	14,499
20	Teekay Tankers	6,000	19,599	27,764	8,700	23,580
21	Cliffs Natural Resources, Inc / CLF	600	10,635	17,217	11,571	15,726
22	R R Donnelley & sons Co. / RRD	1,000	10,514	10,514	8,990	20,280
23	Iamgold Corp / IAG	1,000		6,971		3,330
24	Western Union / WU	1,000		13,502		17,250
25	Anthriscite Cap / AHR	3,000	9	6	0	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		0		0		320,122		0		0		347,042		-26,920		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		0		Excess of FMV Over Adj Basis		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		0		Excess of FMV Over Adj Basis		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1	Home Depot	HD		O		6/17/1998		1/14/2013		31,720						31,880														-160	
2	Synet Inc	SYNT		O		1/12/1999		3/19/2013		31,969						32,440														-471	
3	Kimberly Clark	KMB		O		10/21/1999		3/21/2013		27,731						28,055														-324	
4	Mondelaz	MDLZ		O		4/3/2013		4/4/2013		6,242						6,407														-165	
5	Hexcel Corp	HXL		O		5/16/2013		5/17/2013		16,753						16,855														-112	
6	B/E Aerospace	BEAV		O		7/2/2013		7/3/2013		25,170						25,908														-738	
7	Express Scripts	ESRX		O		7/2/2013		7/3/2013		9,648						9,708														-60	
8	Hexcel Corp	HXL		O		7/2/2013		7/3/2013		16,970						17,445														-475	
9	Merck & Co	MRK		O		7/2/2013		7/3/2013		13,376						13,458														-82	
10	Phillips 66	PSX		O		7/2/2013		7/3/2013		14,240						14,803														-563	
11	TE Connectivity	TEL		O		7/2/2013		7/8/2013		17,941						18,100														-159	
12	Reliance Steel	RS		O		7/2/2013		7/8/2013		65,909						66,980														-171	
13	Thermo Fisher	TMO		O		7/2/2013		7/8/2013		38,321						38,503														-182	
14	WPX Energy	WPX		O		7/2/2013		7/8/2013		3,132						3,169														-37	
15	First Place Financial	FPFCQ		O		5/26/2004		9/9/2013		0						21,551														-21,551	
16	Owens	OCWSB		O				10/31/2013		0						1,770														-1,770	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Norman A. Pappas		30301 N Hwy, Ste 200	Farmington Hills	MI	48334		Director				
2	Susan L. Pappas		30301 N Hwy, Ste 200	Farmington Hills	MI	48334		Director				
3	Sydell Pappas		30301 N Hwy, Ste 200	Farmington Hills	MI	48334		Director				