



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

► Do not enter Social Security numbers on this form as it may be made public.
► 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 Edward I. Fleischman Foundation		A Employer identification number 38-6091812
Number and street (or P.O. box number if mail is not delivered to street address) 21700 Northwestern Highway	Room/suite 1160	B Telephone number (see instructions) 248-559-1800
City or town, state or province, country, and ZIP or foreign postal code Southfield MI 48075		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ► \$ 2,922,942	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

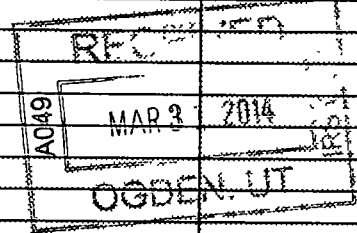
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,403	1,403		
4	Dividends and interest from securities	25,991	25,991		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
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) Stmt 1	5,069	5,069		
12	Total. Add lines 1 through 11	32,463	32,463	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	7,900	5,530		2,370
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	792	263		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 4	216	216		
24	Total operating and administrative expenses. Add lines 13 through 23	8,908	6,009	0	2,370
25	Contributions, gifts, grants paid	109,530			109,530
26	Total expenses and disbursements. Add lines 24 and 25	118,438	6,009	0	111,900
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-85,975			
b	Net investment income (if negative, enter -0-)		26,454		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form 990-PF (2013)

SCANNED APR 03 2014 Revenue



16

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					
	2 Savings and temporary cash investments			191,482	63,367	63,367
	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 (att. schedule) ▶ Less allowance for doubtful accounts ▶		0			
	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) See Stmt 5			1,970,324	2,012,993	2,858,422
	c Investments – corporate bonds (attach schedule)					
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶					
	12 Investments – mortgage loans					
	13 Investments – other (attach schedule)					
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶					
15 Other assets (describe ▶ See Statement 6)			1,682	1,153	1,153	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			2,163,488	2,077,513	2,922,942	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			2,163,488	2,077,513	
	30 Total net assets or fund balances (see instructions)			2,163,488	2,077,513	
31 Total liabilities and net assets/fund balances (see instructions)			2,163,488	2,077,513		

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	2,163,488
2 Enter amount from Part I, line 27a	2	-85,975
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,077,513
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	2,077,513

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 N/A				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) 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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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	115,023	2,099,652	0.054782
2011	95,458	2,253,141	0.042367
2010	79,000	1,874,620	0.042142
2009	88,577	1,344,946	0.065859
2008	77,949	1,834,310	0.042495

2 Total of line 1, column (d)	2	0.247645
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	0.049529
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,449,732
5 Multiply line 4 by line 3	5	121,333
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	265
7 Add lines 5 and 6	7	121,598
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	111,900

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	529
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	529
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	529
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,682
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	1,682
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,153
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 1,153 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► N/A	13	X	
14	The books are in care of ► CSD Advisors, PLLC 17177 N. Laurel Park Dr., Suite 405 Located at ► Livonia MI ZIP+4 ► 48152 Telephone no ► 734-591-1250			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ► ☐ N/A	1b	
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	1c	
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? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
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	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
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)? **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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No **X**

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? **N/A** **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
Marvin Fleischman 494 Dunston Bloomfield Hills MI 48013	President 1.00	0	0	0
Steven Robinson 29844 High Valley Court Farmington Hills MI 48331	Secretary 1.00	0	0	0
Jeffrey Fleischman 4910 Peggy St. West Bloomfield MI 48322	Trustee 1.00	0	0	0

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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	

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	2,318,729
b	Average of monthly cash balances	1b	167,156
c	Fair market value of all other assets (see instructions)	1c	1,153
d	Total (add lines 1a, b, and c)	1d	2,487,038
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	2,487,038
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	37,306
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,449,732
6	Minimum investment return. Enter 5% of line 5	6	122,487

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	122,487
2a	Tax on investment income for 2013 from Part VI, line 5	2a	529
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	529
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	121,958
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	121,958
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	121,958

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	111,900
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	111,900
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,900

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				121,958
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			21,675	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 111,900				
a Applied to 2012, but not more than line 2a			21,675	
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				90,225
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				31,733
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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)) N/A	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest N/A	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed N/A	
b The form in which applications should be submitted and information and materials they should include N/A	
c Any submission deadlines N/A	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors N/A	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 7				109,530
Total			▶ 3a	109,530
b Approved for future payment N/A				
Total			▶ 3b	

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?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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
N/A		

**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

3-26-2014
Date

Secretary

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

Dean B. Yost

03/24/14

Firm's name ▶ CSD Advisors, PLLC

PTIN P00541753

Firm's address ▶ 17177 N. Laurel Park Dr., Suite 405
Livonia, MI 48152

Firm's EIN ▶ 20-3902473

Phone no **734-591-1250**

Federal Statements

3/24/2014 2:12 PM

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Royalty income-pub.trd secty	\$ 5,069	\$ 5,069	\$
Total	\$ 5,069	\$ 5,069	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 7,900	\$ 5,530	\$	\$ 2,370
Total	\$ 7,900	\$ 5,530	\$ 0	\$ 2,370

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Michigan Annual Return	\$ 20	\$ 20	\$	\$
Foreign Withholding Tax	243	243		
Fed Excise Tax -2013	529			
Total	\$ 792	\$ 263	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Investment service charges	216	216		
Total	\$ 216	\$ 216	\$ 0	\$ 0

Federal Statements

3/24/2014 2:12 PM

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 1,970,324	\$ 2,012,993	Cost	\$ 2,858,422
Total	\$ 1,970,324	\$ 2,012,993		\$ 2,858,422

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
Excise tax deposit	\$ 1,682	\$ 1,153	\$ 1,153
Total	\$ 1,682	\$ 1,153	\$ 1,153

Federal Statements

38-6091812

FYE: 12/31/2013

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
Congreg. Shaarey Zedek Southfield MI 48075		27375 Bell Road	Pub. Charity	Unrestricted Contribution			20,000
Yad Ezra Berkley MI 48072		2850 N. 11 Mile Rd.	Pub. Charity	Unrestricted Contribution			3,000
Jewish Federation of Detr Bloomfield Hills MI 48301		6735 Telegraph	Pub. Charity	Unrestricted Contribution			50,432
JARC Farmington Hills MI 48334		30301 Northwestern #100	Pub. Charity	Unrestricted Contribution			1,000
American Heart Southfield, MI 48076		16310 W 12 Mile Rd	Pub. Charity	Unrestricted Contribution			1,000
U of M Hillel Ann Arbor MI 48104		1429 Hill Street	Pub. Charity	Unrestricted Contribution			1,000
MSU Hillel East Lansing MI 48823		360 Charles	Pub. Charity	Unrestricted Contribution			1,000
Jewish Senior Life West Bloomfield MI 48322		6710 West Maple Road	Pub. charity	Unrestricted Contribution			5,080
JCYS Chicago IL 60602		180 W. Washington	Pub. Charity	Unrestricted Contribution			1,000
Friendship Circle West Bloomfield MI 48322		6892 West Maple	Pub. Charity	Unrestricted Contribution			3,000
C.S. Mott Childrens Hospital Ann Arbor MI 48104		1000 Oak Brook Dr # 100	Pub. Charity	Unrestricted Contribution			500
Auxillary Jewish Senior Life West Bloomfield MI 48322		6710 West Maple	Pub Charity	Unrestricted Contribution			2,118
American Cancer Southfield MI 48076		Civic Center Dr.	Pub Charity	Unrestricted Contribution			2,000
Holocaust Memorial Center Farmington Hills MI 48334		28123 Orchard Lake Rd,	Pub Charity	Unrestricted Contribution			600
JFNA Oklahoma City Relief New York NY 10268		PO Box 157	Pub Charity	Unrestricted Contribution			5,000
Chabad House Flint MI 48532		5385 Calkins Road	Pub Charity	Unrestricted Contribution			1,000
Gleaners Community Food Detroit MI 48207		2131 Beaufait	Pub Charity	Unrestricted Contribution			1,000

Federal Statements

38-6091812

FYE: 12/31/2013

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
Lymphoma Research Fund	New York NY 10006		115 Broadway Suite 1301		Pub Charity	Unrestricted Contribution	1,000
Kadimah			15999 W 12 Mile Road		Pub Charity	Unrestricted Contribution	1,000
Jewish Hospice & Chaplaincy	Southfield MI 48075		6555 W Maple Road		Pub Charity	Unrestricted Contribution	1,000
West Bloomfield MI 48322			PO Box 148		Pub Charity	Unrestricted Contribution	5,000
Typhoon Haiyan Relief Fund	New York NY 10268		42 East 69th Street		Pub Charity	Unrestricted Contribution	1,000
Jewish National Fund	New York NY 10021		21800 Greenfield		Pub Charity	Unrestricted Contribution	1,800
Forgotten Harvest	Oak Park MI 48237				Pub Charity	Unrestricted Contribution	109,530
Total							

SUPPLEMENTAL SCHEDULE-CORPORATE STOCKS

E I Fleischman Foundation

At December 31 2012

EIN 38-6091812

Shares	Book Value December 31, 2012	Fair Market Value December 31, 2012
6,000 AIMEL CORP	\$87,978	\$39,300
2,000 ADVANCED MICRO DEVICES	31,591	4,800
5,000 ALCOA INC	42,853	43,400
3,810 BLACKSTONE GROUP LP	55,626	59,395
1,000 CAMECO CORP	39,771	19,720
1,000 CANADIAN OIL SANDS TRUST	33,454	20,340
1,000 CBOE HOLDINGS	25,245	29,460
12,000 CEPHEID INC	62,899	406,320
30,000 CERUS CORP	101,516	94,800
1,500 CISCO SYS INC	22,759	29,474
4,000 CELLCOM ISRAEL LTD	98,715	33,120
23,000 COMPUGEN LTD	86,802	113,160
500 COMSCORE INC	16,390	6,890
25,000 CURIS INC	93,685	85,750
261 DIRECT TV GROUP HOLDINGS	-	13,092
1,000 EMC CORP MASS	22,665	25,300
8,000 FORD MOTOR COMPANY	63,336	103,600
1,000 GENERAL MOTORS CO	33,000	28,830
2,000 HARRIS & HARRIS GROUP	25,113	6,600
5,577 HUGOTON ROYALTY TRUST	118,247	40,771
2,100 JDS UNIPHASE CP NEW	33,651	28,350
1,500 LAS VEGAS SANDS CORPORATION	53,939	69,240
4,000 LRAD CORPORATION	27,857	4,400
458 MARATHON OIL CO	16,116	14,048
221 MARATHON PETROLEUM CORP	10,186	13,923
1,000 MORGAN STANLEY EMERGING MARKETS-mutual fund	16,721	16,840
385 MOTOROLA SOLUTIONS	26,704	21,437
1,012 NORDIC AMERICAN TANKER SHIPPING	30,380	9,831
10,000 OILSANDS QUEST INC	51,724	45
400 PARAMETRIC SOUND CORP	-	2,756
5,606 PFIZER INC	112,674	140,603
5,000 PIONEER ENERGY SVCS CORP	33,593	36,300
1,125 SUNCOKE ENERGY INC	11,183	17,539
2,000 SUNPOWER CORP CL A	48,143	11,240
5,489 TESORO PETROLEUM CP	110,693	241,791
875 UNITED STATES NATURAL GAS FUND	52,089	16,537
2,100 VALE S A	69,698	44,016
1,000 INVESTCO DYNAMIC-mutual fund	16,550	12,480
Basis differential	11,004	
PEERLESS DISTRIBUTING COMPANY-preferred stock	175,774	175,774
TOTAL EQUITY SECURITIES	\$ 1,970,324	\$ 2,081,272

SUPPLEMENTAL SCHEDULE-CORPORATE STOCKS

E I Fleischman Foundation

At December 31 2013

EIN 38-6091812

Shares	Book Value December 31, 2013	Fair Market Value December 31, 2013
6,000 AIMEL CORP	\$87,978	\$46,980
2,000 ADVANCED MICRO DEVICES	31,591	7,740
5,000 ALCOA INC	42,853	53,150
3,987 BLACKSTONE GROUP LP	58,334	125,592
1,000 CAMECO CORP	39,771	20,770
1,000 CANADIAN OIL SANDS TRUST	33,454	18,810
1,000 CBOE HOLDINGS	25,245	51,960
12,000 CEPHEID INC	62,899	560,064
30,000 CERUS CRP	98,715	193,500
1,500 CISCO SYS INC	101,516	33,645
4,000 CELLCOM ISRAEL LTD	22,759	55,680
23,000 COMPUGEN LTD	86,802	205,850
500 COMSCORE INC	16,390	14,305
25,000 CURIS INC	93,685	70,500
261 DIRECT TV GROUP HOLDINGS	-	18,025
1,000 EMC CORP MASS	22,665	25,150
8,000 FORD MOTOR COMPANY	63,336	123,440
1,000 GENERAL MOTORS CO	33,000	40,870
2,000 HARRIS & HARRIS GROUP	25,113	5,960
6,198 HUGOTON ROYALTY TRUST	123,316	46,486
2,100 JDS UNIPHASE CP NEW	33,651	27,269
1,500 LAS VEGAS SANDS CORPORATION	53,939	118,305
4,000 LRAD CORPORATION	27,857	7,520
468 MARATHON OIL CO	16,449	16,506
221 MARATHON PETROLEUM CORP	10,186	20,272
1,000 MORGAN STANLEY EMERGING MARKETS-mutual fund	16,721	13,020
385 MOTOROLA SOLUTIONS	26,704	25,988
1,209 NORDIC AMERICAN TANKER SHIPPING	29,862	11,723
3,000 OPKO HEALTH INC	25,301	25,320
10,000 OILSANDS QUEST INC	51,724	220
400 PARAMETRIC SOUND CORP	-	5,540
5,796 PFIZER INC	118,126	177,551
5,000 PIONEER ENERGY SVCS CORP	33,593	40,050
1,125 SUNCOKE ENERGY INC	11,183	25,661
2,000 SUNPOWER CORP CL A	48,143	59,620
5,583 TESORO PETROLEUM CP	115,664	326,577
875 UNITED STATES NATURAL GAS FUND	52,089	18,104
2,100 VALE S A	69,698	32,025
1,000 INVESTCO DYNAMIC-mutual fund	16,550	12,900
Basis differential	10,357	
PEERLESS DISTRIBUTING COMPANY-preferred stock	175,774	175,774
TOTAL EQUITY SECURITIES	\$ 2,012,993	\$ 2,858,422