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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**
Open to Public Inspection

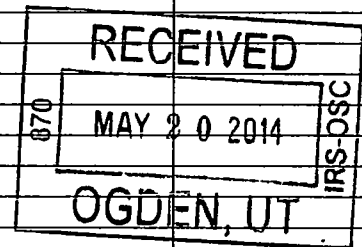
For calendar year 2013 or tax year beginning

02/15, 2013, and ending

12/31, 2013

Name of foundation DUME WOLVERINE FOUNDATION		A Employer identification number 46-3332343
Number and street (or P O box number if mail is not delivered to street address) 21600 OXNARD STREET, SUITE 1110		B Telephone number (see instructions) (818) 746-3070
City or town, state or province, country, and ZIP or foreign postal code WOODLAND HILLS, CA 91367-7836		C If exemption application is pending, check here ☒ X
G Check all that apply	☒ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,613,616.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
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) if the foundation is not required to attach Sch B	10,814,801.	ATCH 1		
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	46.	46.		ATCH 2
4	Dividends and interest from securities	64,118.	64,118.		ATCH 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	70,179.			
b	Gross sales price for all assets on line 6a 817,693.				
7	Capital gain net income (from Part IV, line 2)		763,390.		
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	10,949,144.	827,554.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	15,712.	7,856.		7,856.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	158.	79.		79.
24	Total operating and administrative expenses. Add lines 13 through 23	15,870.	7,935.		7,935.
25	Contributions, gifts, grants paid	27,355.			27,355.
26	Total expenses and disbursements. Add lines 24 and 25	43,225.	7,935.	0	35,290.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	10,905,919.			
b	Net investment income (if negative, enter -0-)		819,619.		
c	Adjusted net income (if negative, enter -0-)				



0-18 9

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		838,633.	838,633.		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶					
		Less allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments - U S and state government obligations (attach schedule)					
	b	Investments - corporate stock (attach schedule) ATCH 6		10,067,286.	10,774,983.		
	c	Investments - corporate bonds (attach schedule)					
	Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)					
12		Investments - mortgage loans					
13		Investments - other (attach schedule)					
14		Land, buildings, and equipment basis ▶					
		Less accumulated depreciation ▶ (attach schedule)					
15		Other assets (describe ▶)					
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0	10,905,919.	11,613,616.		
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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				
Foundations that follow SFAS 117, check here ▶ ☐	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, . . . ▶ ☒	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		10,905,919.		
		30	Total net assets or fund balances (see instructions)	0	10,905,919.		
31	Total liabilities and net assets/fund balances (see instructions)	0	10,905,919.				

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	0
2	Enter amount from Part I, line 27a	2	10,905,919.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,905,919.
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	10,905,919.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV SCHEDULE

b			
c			
d			
e			

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(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	763,390.
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

NOT AVAILABLE FOR INITIAL YEAR RETURNS

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			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
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	

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	16,392.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	16,392.
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	16,392.
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		16,392.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 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?	N	A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA,		
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. ATCH. 7	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ NOT APPLICABLE				
14	The books are in care of ☐ BDO USA, LLP Telephone no ☐ 310-557-0300			
Located at ☐ 1888 CENTURY PARK EAST 4TH FL LOS ANGELES, CA ZIP+4 ☐ 90067				
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 ☐	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 ☐		
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 ☐		
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	X
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	N A

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** N Ac 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 ☐ NoIf "Yes," attach the statement required by Regulations section 53.4945-5(d) **ATCH 8**6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** 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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,646,474.
b	Average of monthly cash balances	1b	408,029.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,054,503.
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	9,054,503.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,818.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,918,685.
6	Minimum investment return. Enter 5% of line 5.	6	445,934.

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	445,934.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,392.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,392.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	429,542.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	429,542.
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	429,542.

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	35,290.
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	35,290.
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	35,290.

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

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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				429,542.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
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 ▶ \$ 35,290 .				
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				35,290.
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				394,252.
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	0			
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				

Form 990-PF (2013)

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

NOT APPLICABLE

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

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

4942(1)(3) or	4942(1)(5)
---------------	------------

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- 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)(ii)

- b** "Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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 (i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization. . . .

- (4) Gross investment income .

Part XV **Supplementary Information** (Complete this part only if the 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))

GREGORY LOUIS KAY AND SUSAN BARCUS KAY

- 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

ATCH 10

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

ATCH 11

- 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

[illegible]

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	46.	
4 Dividends and interest from securities				14	64,118.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	70,179.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					134,343.	
13 Total. Add line 12, columns (b), (d), and (e)					134,343.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

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.

**Sign
Here**

Signature of officer or trustee

✓ 5/14/2014
Date

Secretary/VF

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
MICHAEL CAMPBELL

Preparer's signature 

Date 5/12/14

Check ☐ if self-employed	PTIN P00624713
---	-------------------

Firm's name	▶ BDO USA, LLP
Firm's address	▶ 1888 CENTURY PARK EAST, FL4 LOS ANGELES, CA

Firm's EIN	▶ 13-5381590
Phone no	310-557-0300

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.

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

OMB No 1545-0047

2013

Name of the organization

DUME WOLVERINE FOUNDATION

Employer identification number

46-3332343

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 foundationCheck 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization DUME WOLVERINE FOUNDATION

Employer identification number
46-3332343**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	GREGORY AND SUSAN KAY 2640 BENEDICT CANYON DRIVE BEVERLY HILLS, CA 90210-1023	\$ 9,980,352.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	GREGORY AND SUSAN KAY 2640 BENEDICT CANYON DRIVE BEVERLY HILLS, CA 90210-1023	\$ 834,449.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization DUME WOLVERINE FOUNDATION

Employer identification number

46-3332343

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
---	----- ----- ----- -----	\$-----	-----
(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
---	----- ----- ----- -----	\$-----	-----
(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
---	----- ----- ----- -----	\$-----	-----

Name of organization DUME WOLVERINE FOUNDATION

Employer identification number

46-3332343

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

DUME WOLVERINE FOUNDATION

Employer identification number

46-3332343

Note: Form 5227 filers need to complete *only* Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	817,693.	54,303.		763,390.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 763,390.

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

Schedule D (Form 1041) 2013

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

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		
18	Net long-term gain or (loss):			
a	Total for year	18a		763,390.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		763,390.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of

a The loss on line 19, column (3) or b \$3,000 **20** ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). . .	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-. . . ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26.	32		
33	Enter the smaller of line 21 or \$11,950.	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36	Enter the smaller of line 32 or line 35.	36		
37	Multiply line 36 by 15%. ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . .	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . .	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45		

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

DUME WOLVERINE FOUNDATION

46-3332343

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	MERRILL LYNCH (#0200) - SEE ATTACHED			817,693.	54,303.			763,390.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				817,693.	54,303.			763,390.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No 1545-0150

For IRS Use Only

Received by

Name

Telephone

Function

Date / /

Part I Power of Attorney

Caution: A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address
Dume Wolverine Foundation
c/o Fiduciary Law Services, Inc.
21600 Oxnard Street, Suite 1110
Woodland Hills, CA 91367-7836

Taxpayer identification number(s)

46-3332343

Daytime telephone number

(310) 278-0585

Plan number (if applicable)

N/A

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address
Nelson J. Handy, Esq.; Fiduciary Law Services, Inc.
21600 Oxnard Street, Suite 1110
Woodland Hills, CA 91367-7836

CAF No **9005-75984R**

PTIN **P01482301**

Telephone No **(818) 746-3070**

Fax No **(818) 647-1143**

Check if to be sent notices and communications ☐

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address
Kristine M. Noyes, Esq.; Fiduciary Law Services, Inc.
21600 Oxnard Street, Suite 1110
Woodland Hills, CA 91367-7836

CAF No **0306-63474R**

PTIN **P01491800**

Telephone No **(818) 746-3070**

Fax No **(818) 647-1143**

Check if to be sent notices and communications ☐

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No.

PTIN

Telephone No

Fax No.

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer before the Internal Revenue Service for the following matters

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code	1023	N/A

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4 **Specific Uses Not Recorded on CAF** ► ☐

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns

☐ Disclosure to third parties; ☐ Substitute or add representative(s); ☐ Signing a return; _____

☐ Other acts authorized. _____ (see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney. _____

- 6 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

- 7 Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.

Susan Barcus Kay 9/6/2013 Vice President, Dume Wolverine Foundation
Signature Date Title (if applicable)

Susan Barcus Kay

Print Name

☐☐☐☐☐

PIN Number

Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, I declare that

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there, and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230
 - d Officer—a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee—a full-time employee of the taxpayer
 - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE. See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation— Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable) See instructions for Part II for more information.	Signature	Date
a	CA	150806		9/11/13
a	CA	251708		9/11/13

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
817,693.		MERRILL LYNCH (#0200) - SEE ATTACHED PROPERTY TYPE: SECURITIES 54,303.				D	VAR 763,390.	VAR
TOTAL GAIN (LOSS)							<u>763,390.</u>	

DUME WOLVERINE FOUNDATION

46-3332343

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
GREGORY AND SUSAN KAY 2640 BENEDICT CANYON DRIVE BEVERLY HILLS, CA 90210-1023	10/03/2013	9,980,352.
GREGORY AND SUSAN KAY 2640 BENEDICT CANYON DRIVE BEVERLY HILLS, CA 90210-1023	12/30/2013	834,449.
TOTAL CONTRIBUTION AMOUNTS		<u>10,814,801.</u>

ATTACHMENT 2FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	46.	46.
TOTAL	<u>46.</u>	<u>46.</u>

ATTACHMENT 3FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	64,118.	64,118.
TOTAL	<u>64,118.</u>	<u>64,118.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	15,712.	7,856.		7,856.
TOTALS	<u>15,712.</u>	<u>7,856.</u>		<u>7,856.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MERRILL LYNCH FEES	158.	79.		79.
TOTALS	158.	79.		79.

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENTS - SECURITIES	10,067,286.	10,774,983.
TOTALS	<u>10,067,286.</u>	<u>10,774,983.</u>

DUME WOLVERINE FOUNDATION

46-3332343

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

ATTACHMENT 7

NAME AND ADDRESS

GREGORY AND SUSAN KAY
2640 BENEDICT CANYON DRIVE
BEVERLY HILLS, CA 90210-1023

ATTACHMENT 8FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: PEDRO SANCHES MD
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE: VAR
GRANT AMOUNT: 3,000.
GRANT PURPOSE: CHARITABLE
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION
OF THE REPORT WAS MADE.

GRANTEE'S NAME: DONKEY SANCTUARY
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE: VAR
GRANT AMOUNT: 500.
GRANT PURPOSE: CHARITABLE
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION
OF THE REPORT WAS MADE.

DUME WOLVERINE FOUNDATION

46-3332343

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GREGORY LOUIS KAY 21600 OXNARD STREET, SUITE 1110 WOODLAND HILLS, CA 91367-7836	PRESIDENT 1.00	0	0	0
SUSAN BARCUS KAY 21600 OXNARD STREET, SUITE 1110 WOODLAND HILLS, CA 91367-7836	VICE PRESIDENT 1.00	0	0	0
BRITTANY PAIGE KAY 21600 OXNARD STREET, SUITE 1110 WOODLAND HILLS, CA 91367-7836	DIRECTOR 1.00	0	0	0
MORGAN ALLISON KAY 21600 OXNARD STREET, SUITE 1110 WOODLAND HILLS, CA 91367-7836	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DUME WOLVERINE FOUNDATION
21600 OXNARD STREET, SUITE 1110
WOODLAND HILLS, CA 91367-7836
818-746-3070

ATTACHMENT 11

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

NAME, ADDRESS, PURPOSE OF CHARITABLE ORGANIZATION AND ANY
INFORMATIONAL MATERIALS

DUME WOLVERINE FOUNDATION

46-3332343

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MADRE 121 WEST 27TH STREET, #301 NEW YORK, NY 10001	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	2,000
OXFAM AMERICA 1100 15TH ST NW, SUITE 600 WASHINGTON, DC 20005	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	2,000
ACLU FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	1,000
AMNESTY INTL 5 PENN PLAZA NEW YORK, NY 10001	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	1,000.
CTR FOR BIOLOGY DIVERSITY 351 CALIFORNIA ST , STE 600 SAN FRANCISCO, CA 94104	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	500
GULF REGION ADVOCACY CTR 2307 UNION ST HOUSTON, TX 77007	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	400.

DUME WOLVERINE FOUNDATION

46-3332343

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPIC SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE. MONTGOMERY, AL 36104	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	800
ALLEY CAT RESCUE P. O. BOX 585 MOUNT RAINIER, MD 20712	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	300
ANIMALS ASIA FDN 300 BROADWAY, SUITE 32 SAN FRANCISCO, CA 94133	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	100
FARM SANCTUARY 3100 AIKENS ROAD WATKINS GLEN, NY 14891	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	100.
FISTULA FDN 1900 THE ALAMEDA, SUITE 500 SAN JOSE, CA 95126	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	75
DREAM CATCHER FOUNDATION 3939-A CRENSHAW BLVD SUITE 331 LOS ANGELES, CA 90008	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	40

DUME WOLVERINE FOUNDATION

46-3332343

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOLAR FRIENDS OF THE LA RIVER 570 W AVE 26 #250 LOS ANGELES, CA 90065	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	40.
BAT CONSERVATION INTL P O BOX 162603 AUSTIN, TX 78716	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	500
DONKEY SANCTUARY P O BOX # 331 BONAIRE NETHERLANDS	NONE AND N/A	CHARITABLE PURPOSES OF THE ORGANIZATION	500.
VALLEY PRESBYTERIAN HOSPITAL FOUNDATION 15107 VANOWEN STREET VAN NUYS, CA 91405	NONE AND 501 (C) (3)	CHARITABLE PURPOSES OF THE ORGANIZATION	15,000.
PEDRO SANCHES MD	NONE AND N/A	CHARITABLE PURPOSES OF THE ORGANIZATION	3,000
TOTAL CONTRIBUTIONS PAID			<u>27,355</u>

DUME WOLVERINE FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
<i>DISCOVER FINL SVCS</i>								
		<i>CUSIP Number</i>	<i>254709108</i>					
50 0000	Sale	06/30/03	10/09/13	2,422 07	714 84	0 00	1,707.23	
50 0000	Sale	06/30/05	10/09/13	2,422 07	873 80	0 00	1,548 27	
	Security Subtotal			4,844 14	1,588.64	0.00	3,255.50	
<i>DIRECTV SHS</i>								
		<i>CUSIP Number</i>	<i>25490A309</i>					
100 0000	Sale	07/17/03	11/13/13	6,256 29	1,332 27	0 00	4,924 02	
<i>EXPEDIA INC</i>								
		<i>CUSIP Number</i>	<i>30212P303</i>					
75 0000	Sale	10/05/04	10/09/13	3,698 45	1,388 98	0 00	2,309 47	
<i>HSN INC</i>								
		<i>CUSIP Number</i>	<i>404303109</i>					
30 0000	Sale	10/05/04	10/09/13	1,481 17	521.24	0 00	959 93	
<i>IAC INTERACTIVECORP</i>								
		<i>CUSIP Number</i>	<i>44919P508</i>					
75 0000	Sale	10/05/04	10/09/13	3,941 45	1,638 18	0 00	2,303 27	



Account No.
203-02100

Taxpayer No.
46-3332343

Page
8 of 10

DUME WOLVERINE FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

1099-B

2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
MICROSOFT CORP								
		CUSIP Number	594918104					
4800 0000	Sale	02/02/93	11/18/13	178,648.53	13,387.50	0.00	165,261.03	
3200 0000	Sale	10/20/93	11/18/13	119,099.02	8,200.00	0.00	110,899.02	
4800 0000	Sale	01/15/96	11/18/13	178,648.53	24,675.00	0.00	153,973.53	
	Security Subtotal			476,396.08	46,262.50	0.00	430,133.58	
TRIPADVISOR INC SHS								
		CUSIP Number	896945201					
75 0000	Sale	10/05/04	11/14/13	6,525.75	1,570.94	0.00	4,954.81	
	Noncovered Long Term Capital Gains and Losses Subtotal			503,143.33	54,302.75	0.00	448,840.58	
	NET LONG TERM CAPITAL GAINS AND LOSSES			503,143.33	54,302.75	0.00	448,840.58	
OTHER TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
PFIZER INC								
		CUSIP Number	717081103					
10000 0000	Sale	08/11/08	11/13/13	314,549.88	N/A	0.00	N/A	
	Other Transactions Subtotal			314,549.88		0.00		
	TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES			817,693.21				
	TOTAL REPORTED SALES PROCEEDS			817,693.21				

N/A Results which cannot be calculated because of insufficient data in the Capital Gain (or Loss) Column and are not included in the Realized Capital Gain and Loss summary

2013 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
0.00	0.00	0.00	448,840.58

Dume Wolverine Foundation ("Foundation") EIN 45-3332343
Form 1023 — Application for Recognition of Exemption Under Section 501(c)(3) of the IRC

Part I, Line 7

ATTACHMENT 1

Form 2848

Power of Attorney and Declaration of Representative

Dume Wolverine Foundation ("Foundation") EIN 45-3332343
Form 1023 — Application for Recognition of Exemption Under Section 501(c)(3) of the IRC

Part II, Line 1

Part III, Lines 1 and 2a

ATTACHMENT 2

Certified Copy of Filed Articles of Incorporation

NC-TO

3547434

40746122

FILED
Secretary of State
State of California

2 cc SEP 23 2013

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DUNE WOLVERINE FOUNDATION

The undersigned hereby certify that:

1. They are the President and Secretary, respectively, of Dune Wolverine Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended to read in full as follows:

ARTICLE I

The name of the corporation is DUME WOLVERINE FOUNDATION.

ARTICLE II

The business street and mailing address is 21600 Oxnard Street, Suite 1110, Woodland Hills, California 91367-7836.

ARTICLE III

A. This corporation is a nonprofit **Public Benefit Corporation** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for **charitable** purposes.

B. The specific purposes of this corporation are as follows:

1. To receive and maintain a fund or funds of real and/or personal property, and, subject to the restrictions and limitations set forth herein below, to use and apply all or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), and Regulations thereunder.

2. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by IRC Section 4942 or corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not engage in any act of self-dealing as defined in IRC Section 4941(d) or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not retain any excess business holdings as defined in IRC Section 4943(c) or corresponding provisions of any subsequent Federal tax laws.

5. The corporation shall not make any investments in such manner as to subject it to tax under IRC Section 4944 or corresponding provisions of any subsequent Federal tax laws.

6. The corporation shall not make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

C. Notwithstanding anything to the contrary herein, the corporation shall not conduct or carry on any activities, that are not permitted to be conducted or carried on by an organization exempt under IRC Section 501(c)(3) and Regulations thereunder, or by an organization contributions to which are deductible under IRC Section 170(c)(2) and Regulations thereunder.

ARTICLE IV

The name and address in the State of California of the corporation's initial agent for service of process are:

Name:	Nelson J. Handy
Address:	21600 Oxnard Street, Suite 1110
City:	Woodland Hills
State:	California
Zip:	91367-7836

ARTICLE V

A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of IRC Section 501(c)(3). The corporation is not organized, and shall not be operated, for pecuniary gain or profit. It does not contemplate the distribution of gains, profits, or dividends to its members or to any private shareholder, as defined for purposes of IRC Section 501(c)(3), or individual.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE VI

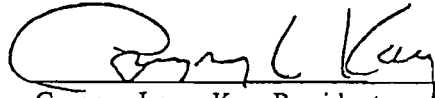
The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under IRC Section 501(c)(3).

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The corporation has no members.

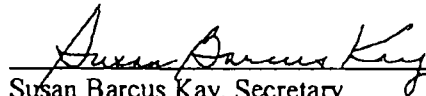
We further declare under penalty of perjury under the laws of the State of California the matters set forth in this Certificate of Amendment are true and correct of our own knowledge.

Date: 9/18, 2013



Gregory Louis Kay, President

Date: 9/18, 2013



Susan Barcus Kay, Secretary

Dume Wolverine Foundation ("Foundation")

EIN 45-3332343

Form 1023 — Application for Recognition of Exemption Under Section 501(c)(3) of the IRC

Part II, Line 5

ATTACHMENT 3

Bylaws and Certificate of Secretary

**BYLAWS
OF
DUME WOLVERINE FOUNDATION**
a California Nonprofit Public Benefit Corporation (the "Corporation")

**ARTICLE I
OFFICES**

Section 1. PRINCIPAL EXECUTIVE OR BUSINESS OFFICES. The Board of Directors shall fix the location of the principal executive office of the Corporation at any place within or outside the State of California. If the principal executive office is located outside California and the Corporation has one or more business offices in California, the Board shall fix and designate a principal business office in California.

Section 2. OTHER OFFICES. Branch or subordinate offices may be established at any time and at any place by the Board of Directors.

**ARTICLE II
MEMBERS**

The Corporation shall have no members.

**ARTICLE III
DIRECTORS**

Section 1. POWERS. Subject to the provisions of the California Nonprofit Corporation Law and the limitations set forth in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company or committee(s), composed as set forth in Article IV below, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service.

(b) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country; and conduct business within or outside the State of California.

(c) Adopt, make, and use a corporate seal; and alter the form of the seal from time to time as it may deem appropriate.

(d) Conduct, manage, and control the affairs and activities of the Corporation and to make changes, not inconsistent with the applicable California and federal laws, to the Articles of Incorporation or these Bylaws, as it may deem appropriate.

(e) Borrow money and incur indebtedness for the purposes of and on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. NUMBER OF DIRECTORS. The authorized number of Directors shall be four until changed by a duly adopted amendment to the Articles of Incorporation or by amendment to these Bylaws adopted as specified herein.

Section 3. DESIGNATION AND TERM OF OFFICE. The original Directors of the Corporation shall be:

GREGORY LOUIS KAY
SUSAN BARCUS KAY
BRITTANY PAIGE KAY
MORGAN ALLISON KAY

Each Director, designated above, shall serve until his or her death or resignation or until the happening of any events described in Section 5 below.

Section 4. INTERESTED PERSONS. At any given time, no more than 49% of persons serving on the Board of Directors may be interested persons. For purposes of this Section 4, an interested person means:

(a) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director for performing his or her duties as a Director of the Corporation; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person described in paragraph (a) of this Section 4.

Any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5. VACANCIES. A vacancy on the Board of Directors shall be deemed to exist (a) if a Director dies, resigns, or is removed pursuant to the applicable provisions of the California Corporations Code; (b) if the Board of Directors declares vacant the office of a Director who has been convicted of a felony or declared of unsound mind by an order of court, or been found by a final

court order or judgment of any court to have breached any duty arising under Sections 5230 through 5238 of the California Corporations Code; or (c) if the authorized number of Directors is increased.

Subject to the provisions of Section 5226 of the California Corporations Code, any Director may resign effective on giving written notice to the Chair of the Board, the President, the Secretary, or the Board of Directors unless the notice specifies a later effective date. If the resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

Each Director shall have the right to designate his or her successor. Such designation shall be by writing delivered to the President of the Corporation or in the Director's will or in a codicil to his or her will. A Director may change the designation of his or her successor at any time while serving as a Director. The latest designation shall supersede all prior designations; however, the last designation made by a Director in his or her will, or in the codicil to his or her will, shall supersede all other designations made by that Director. A director's designation of his or her successor shall not be effective in the event the Director is convicted of a felony, been found by a final court decision or judgment of any court to have breached any duty arising under Sections 5230 through 5238 of the California Corporations Code, or has been removed by vote of the other Directors in accordance with these Bylaws.

In the event there is a vacancy on the Board of Directors and a successor Director has not been designated, as specified above, or such designation is ineffective, the vacancy shall be filled by the majority vote of the then-serving Directors.

A reduction of the authorized number of Directors shall not have the effect of removing any Director then in office.

Section 6. PLACE OF MEETINGS; TELEPHONE MEETINGS. Regular meetings of the Board of Directors may be held at any place within or outside the State of California as designated from time to time by the Board. In the absence of a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California designated in the notice of the meeting, or if the notice does not state a place or if there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment provided that all Directors participating can hear one another.

Section 7. ANNUAL DIRECTORS' MEETING. The Board of Directors shall hold an annual meeting to consider matters of organization, election of officers, and other business desired. The annual meetings of the Board of the Directors shall be held at the place and at a time that has been designated by the Board of Directors. Notice of the annual meeting shall not be required unless some place other than the principal executive office of the Corporation has been designated.

Section 8. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at times to be fixed by the Board of Directors from time to time. Such regular meetings may be held without notice.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or any two Directors.

Special meetings shall be held on four days' notice by mail or forty-eight hours' notice delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail, or other electronic means. Oral notice given personally or by telephone, or written notice given by electronic mail or facsimile, may be transmitted either to the Director or to a person at the Director's office who can reasonably be expected to communicate it promptly to the Director. Written notice, if used, shall be addressed to each Director at the address shown on the Corporation's records. The notice need not specify the purpose of the meeting nor need it specify the place if the meeting is to be held at the principal executive office of the Corporation.

Section 10. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business except to adjourn as provided in Section 12 of this Article III. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by the California Nonprofit Corporation Law or by the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact business, despite a withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. WAIVER OF NOTICE. Notice of a meeting, although otherwise required, need not be given to any Director who (i) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice, (ii) signs an approval of the minutes of the meeting, or (iii) attends the meeting without protesting the lack of notice before or at the beginning of the meeting. Waivers of notice or consents need not specify the purpose of the meeting. All waivers, consents, and approvals of the minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. ADJOURNMENT TO ANOTHER TIME OR PLACE. Whether or not a quorum is present, a majority of the Directors present may adjourn any meeting to another time or place.

Section 13. NOTICE OF ADJOURNED MEETING. Notice of the time and place of resuming a meeting that has been adjourned need not be given unless the adjournment is for more than 24 hours, in which case notice shall be given, before the time set for resuming the adjourned meeting, to the Directors who were not present at the time of the adjournment. Notice need not be given in any case to Directors who were present at the time of adjournment.

Section 14. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to that action. Any action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. All written consents shall be filed with the minutes of the proceedings of the Board of Directors. For the

purposes of this Section 14 only, "all members of the Board of Directors" shall not include any "interested Director" as defined in Section 5233 of the California Corporations Code.

Section 15. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees of the Board may be compensated for their services and shall be reimbursed for expenses, as fixed or determined by resolution of the Board of Directors.

Notwithstanding the foregoing, the Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer unless the same is approved by the Attorney General, *provided*, however, that the corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer *provided* that in the absence of any such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation. Subject to the provisions of Section 4 of this Article III, nothing contained in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise or from receiving compensation for those services.

The provisions of this section shall not apply to (i) the payment of premiums in whole or in part by the Corporation on a life insurance policy on the life of a Director or officer so long as the repayment to the Corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value; and (ii) a loan of money to or for the benefit of an officer if, in the opinion of the Board of Directors, such loan is necessary to provide financing for the purchase of the principal residence of the officer, in order to secure the services or continued services of the officer, and the loan is secured by real property located in the State of California.

ARTICLE IV COMMITTEES

Section 1. COMMITTEES OF THE BOARD. Subject to the provisions of Section 4 of this Article IV, the Board of Directors may, by resolution adopted by a majority of Directors then in office, designate one or more committees, including an executive committee as described in Section 2 of this Article IV, below, each consisting of two or more Directors. The Board may designate one or more Directors as alternate members of any committee to replace any absent member at a committee meeting. The appointment of committee members or alternate members requires the vote of a majority of authorized number of Directors.

Section 2. EXECUTIVE COMMITTEE. Except as may otherwise be limited by the Board of Directors, the Executive Committee shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. The Executive Committee shall also have the power of general supervision, management, and control of the business of the Corporation and its several offices, if applicable.

A majority of all the members of the Executive Committee may determine its rules of procedure unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power to change the members of the Executive Committee at any time, with or without cause, and to fill vacancies provided that all appointments to the Executive Committee shall be made by a

majority vote of then authorized number of Directors. The compensation, if any, of each member of the Executive Committee shall be determined from time to time by the Board of Directors.

Section 3. SPECIAL OR STANDING COMMITTEE. The term "special committee" or "standing committee" shall mean any committee appointed by the Board of Directors as specified in Section 1 of this Article IV, which is authorized by a special delegation, without any further action by the Board of Directors, to make and implement decisions on behalf of the Board of Directors, or to implement, with some degree of discretion, decisions of the Board of Directors pursuant to the guidelines established by the Board.

Section 4. LIMITATIONS UPON COMMITTEES. No committee of the Board, including the Executive Committee, shall have the power and authority to do the following:

(a) fill in the vacancies on the Board of Directors or on any committee, which has the authority of the Board;

(b) fix the compensation of the Directors serving on the Board or members of any committee established by the Board;

(c) amend or repeal these Bylaws or adopt new Bylaws of the Corporation;

(d) amend or repeal any resolutions of the Board of Directors, which by its express terms is not so amendable or repealable;

(e) appoint other committees of the Board or members thereof;

(f) spend corporate funds to support a nominee for Director when there are more people nominated than can be elected; or

(g) approve any self-dealing transaction except that when it is not reasonably practical to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board of Directors may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the California Corporations Code, subject to ratification by a majority of vote of the Directors then in office (without counting the vote of any interested Director) at the next meeting of the Board.

Section 5. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees shall be governed by, and held and taken in accordance with, Bylaws provisions applicable to meetings and actions of the Board of Directors, with such changes in the context of those provisions as are necessary to substitute the committee and its members for the Board of Directors and its members except that (a) the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the respective committee; (b) special meetings of committees may also be called by resolution of the Board of Directors; and (c) notice of special meetings of committees shall also be given to all alternative members who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the governance of any committee not inconsistent with these Bylaws.

Section 6. ADVISORY COMMISSIONS. The Chairman of the Board of Directors, the Board of Directors, the Executive Committee, or the President of the Corporation may, from time to time, appoint such advisory commissions as deemed appropriate, consisting of Directors or persons, who are not Directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of and procedures for meetings of advisory commissions shall be as prescribed by the chairman of each such advisory commission, and meetings of an advisory commission may be called by the Chairman of the Board, the Board, the Executive Committee, the President of the Corporation, or the chairman of such advisory commission.

ARTICLE V OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a Chairman of the Board of Directors or a President or both, a Secretary, and a Chief Financial Officer (Treasurer). The Corporation may also have, at the discretion of the Board of Directors, a Chair of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 3 of this Article V. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer (Treasurer) may serve concurrently as the President or Chairman of the Board of Directors.

Section 2. APPOINTMENT OF OFFICERS. The officers of the Corporation, except for subordinate officers appointed in accordance with Section 3 of this Article V, shall be appointed annually by the Board of Directors, shall serve at the pleasure of the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors are elected, subject to the rights, if any, of such officer under any contract of employment.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may empower the President to appoint, other officers as required by the business of the Corporation, whose duties shall be as provided in the Bylaws or as determined from time to time by the Board of Directors or the President.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Any officer chosen by the Board of Directors may be removed at any time, with or without cause or notice, by the Board of Directors. Subordinate officers appointed by the President may be removed at any time, with or without cause or notice, by the Board of Directors or by the President. Officers may be employed for a specified term under a contract of employment if authorized by the Board of Directors; such officers may be removed from office at any time under this section and shall have no claim against the Corporation or individual officers or Board members because of the removal except any right to monetary compensation to which the officer may be entitled under the contract of employment.

Any officer may resign at any time by giving written notice to the Corporation. Resignations shall take effect on the date of receipt of the notice unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation to monetary damages under any contract of employment to which the officer is a party.

Section 5. VACANCIES IN OFFICES. A vacancy in any office resulting from an officer's death, resignation, removal, disqualification, or from any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to that office.

Section 6. CHAIRMAN OF THE BOARD. The Board of Directors may elect a Chairman, who shall preside, if present, at Board meetings and shall exercise and perform such other powers and duties as may be assigned from time to time by the Board of Directors. If there is no President, the Chairman of the Board shall in addition be the Chief Executive Officer of the Corporation and shall have the powers and duties as set forth in Section 7 of this Article V.

Section 7. PRESIDENT. Except to the extent that the Bylaws or the Board of Directors assign specific powers and duties to the Chairman of the Board (if any), the President shall be the Corporation's general manager and Chief Executive Officer and, subject to the control of the Board of Directors, shall have general supervision, direction, and control over the Corporation's business and its officers. The managerial powers and duties of the President shall include, but are not limited to, all the general powers and duties of management usually vested in the office of President of a Corporation, and the President shall have other powers and duties as prescribed by the Board of Directors or the Bylaws. In the absence of the Chairman of the Board or if there is no Chairman of the Board, the President shall also preside at meetings of the Board of Directors.

Section 8. VICE PRESIDENTS. If desired, one or more Vice Presidents may be chosen by the Board of Directors in accordance with the provisions for appointing officers set forth in Section 2 of this Article V. In the absence or disability of the President, the President's duties and responsibilities shall be carried out by the highest ranking available Vice President if Vice Presidents are ranked, or if not, by a Vice President designated by the Board of Directors. When so acting, a Vice President shall have all the powers of and be subject to all the restrictions on the President. Vice Presidents of the Corporation shall have such other powers and perform such other duties as prescribed from time to time by the Board of Directors, the Bylaws, or the President (or Chairman of the Board if there is no President).

Section 9. SECRETARY

(a) **Minutes.** The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings and actions of the Board of Directors and of committees of the Board. The minutes of each meeting shall state the time and place the meeting was held; whether it was regular or special; if special, how it was called or authorized; the names of Directors present at Board or committee meetings; an accurate account of the proceedings; and when it was adjourned. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date.

(b) **Notice of Meetings.** The Secretary shall give notice, or cause notice to be given, of all Board meetings and meetings of committees of the Board for which notice is required by statute or by these Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any other officer of the Corporation.

(c) Other Duties. The Secretary shall keep the seal of the Corporation, if any, in safe custody. The Secretary shall have such other powers and perform other duties as prescribed by the Board of Directors or by these Bylaws.

Section 10. CHIEF FINANCIAL OFFICER/TREASURER. The Chief Financial Officer shall keep, or cause to be kept, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall (1) deposit corporate funds and other valuables in the Corporation's name and to its credit with depositories designated by the Board of Directors; (2) make disbursements of corporate funds as authorized by the Board; (3) render a statement of the Corporation's financial condition and an account of all transactions conducted as Chief Financial Officer whenever requested by the President or the Board of Directors; and (4) have other powers and perform other duties as prescribed by the Board of Directors or these Bylaws.

Unless the Board of Directors has elected a separate Treasurer, the Chief Financial Officer shall be deemed to be the Treasurer for purposes of giving any reports or executing any certificates or other documents.

ARTICLE VI INDEMNIFICATION

Section 1. DEFINITIONS. For purposes of this Article VI, the following definitions shall apply:

(a) "Agent" means any person, who is or was a Director, officer, employee, or other agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation, which was a predecessor corporation of the Corporation, or of another enterprise at the request of such predecessor corporation;

(b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "Expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 and 5 of this Article VI.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify any person who was or is a party or is threatened to be made a party to any Proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an Agent of the Corporation, against Expenses, judgments, fines, settlements, and other amounts actually and

reasonably incurred in connection with such Proceeding, if such person acted in good faith and in a manner such person reasonably believed to be acting in the best interests of the Corporation; and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner, reasonably believed to be in the best interests of the Corporation, or that the person had reasonable cause to believe that the conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Corporation Code, or brought by the Attorney General or a person granted relator status by the Attorney General, for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an Agent of the Corporation, against Expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, and in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3 of Article VI in respect of:

(a) any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court, in which such Proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses, which such court shall determine;

(b) amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an Agent of the Corporation has been successful on the merits in defense of any Proceeding referred to in Sections 2 and 3 of this Article VI, or in defense of any claim, issue, or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection therewith.

Section 5. REQUIRED DETERMINATIONS. Except as provided in Section 4 of this Article VI, any indemnification under this Article VI shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances, because the Agent has met the applicable standard of conduct set forth in Sections 2 and 3 of this Article VI, by:

(a) a majority vote of a quorum consisting of Directors, who are not parties to such Proceeding; or

(b) the court in which such Proceeding is or was pending upon application made by the Corporation, or the Agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the Agent, attorney or other person is opposed by the Corporation.

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending any Proceeding may be advanced by the Corporation prior to the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay such amount unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VI.

Section 7. OTHER INDEMNIFICATION. No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any Proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall effect any right to indemnification, which persons other than such Directors may be entitled to by contract or otherwise.

Section 8. INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article VI, except as provided in Section 4 or Section 5(b) of this Article VI, in any circumstances where it appears:

(a) that it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any Agent of the Corporation against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against such liability under the provisions of this Article VI, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

Section 10. NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS. This Article VI does not apply to any Proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an Agent of the Corporation as defined in Section 1 of this Article VI. The Corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

ARTICLE VII RECORDS AND REPORTS

Section 1. MAINTENANCE OF BYLAWS. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in the State of California, the original or a copy of these Bylaws as amended to date, which shall be open to inspection by any Director at all reasonable times. If the principal executive office of the Corporation is outside the State of California and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any Director, furnish to that Director a copy of the Bylaws as amended to date.

Section 2. MAINTENANCE OF MINUTES AND ACCOUNTING RECORDS. The minutes of proceedings of the Board of Directors and committees of the Board and the accounting books and records shall be kept at the principal executive office of the Corporation or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in a form capable of being converted into written, typed, or printed form.

Section 3. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. ANNUAL REPORT. Not later than 120 days after the close of the Corporation's fiscal year, the Board of Directors shall cause an annual report of the Corporation to be prepared and furnished to each Director for review. The annual report shall be accompanied by a report of an independent accountant or if there is no such accountant's report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall contain in appropriate detail the following information:

- (a) the assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (e) any information required by Section 5 of this Article VII.

Section 5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

(a) The Corporation shall furnish annually to its Directors a statement of any transaction or indemnification, as described below, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report to each Director as required by Section 4 of this Article VII. A transaction included in the statement required under this section is a transaction in which the Corporation was a party and in which either of the following interested persons has a direct or indirect financial interest (excluding a mere common directorship):

- (i) any Director or officer of the Corporation, or of its parent or subsidiary; or
- (ii) any holder of more than 10% of the voting power of the Corporation, of its parent or subsidiary.

(b) The Statement required by this Section 5 of Article VII shall have a brief description of the following:

(i) any transaction described in Section 5(a) of this Article VII (including the compensation of officers and Directors) during the previous fiscal year involving more than \$50,000 or which was one of a number of transactions involving the same interested person(s) (as described in Sections 5(a)(i) and 5(a)(ii) above), who had a direct or indirect material financial interest therein, and which transactions in the aggregate involve more than \$50,000;

(ii) the names of the interested person(s) (as described in Sections 5(a)(i) and 5(a)(ii), above), involved in such transactions, stating such person(s) relationship to the Corporation, the nature of such person(s)'s interest in the transaction in question, and, where practicable, the amount of such interest, *provided* that in the case of a transaction with a partnership of which such interested person is a partner, only the interest of the partnership need be stated; and

(iii) the amount and circumstances of any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation.

ARTICLE VIII GENERAL CORPORATE MATTERS

Section 1. AUTHORIZED SIGNATORIES FOR CHECKS. All checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner authorized from time to time by resolution of the Board of Directors.

Section 2. EXECUTING CORPORATE CONTRACTS AND INSTRUMENTS. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, the Board of Directors, by resolution, may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the Corporation shall have any power or authority to bind the

Corporation in any way, to pledge the Corporation's credit, or to render the Corporation liable for any purpose or in any amount unless that person was acting with authority duly granted by the Board of Directors as provided in these Bylaws or unless an unauthorized act was later ratified by the Corporation.

Section 3. SHARES OF OTHER CORPORATIONS: HOW VOTED. Shares of other Corporations standing in the name of this Corporation shall be voted by one of the following persons, listed in order of preference: (1) Chairman of the Board, or person designated by the Chairman of the Board, if there be a Chairman of the Board; (2) President, or person designated by the President; (3) first Vice President, or person designated by the first Vice President; (4) other person designated by the Board of Directors.

The authority to vote shares granted by this section includes the authority to execute a proxy in the name of the Corporation for purposes of voting the shares.

Section 4. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

ARTICLE IX AMENDMENTS

Subject to any restrictions imposed by the applicable provisions of the California Nonprofit Corporation Law and the Articles of Incorporation on the power of the Board to adopt, amend, or repeal Bylaws, these Bylaws may, from time to time and at any time, be amended or repealed, and new or additional Bylaws adopted, by approval of at least 80% of the Board of Directors, provided, however, that the Bylaws may not contain any provision in conflict with the California Nonprofit Corporation Law and the Articles of Incorporation.

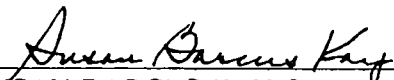
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of DUME WOLVERINE FOUNDATION, a California Nonprofit Public Benefit Corporation; and

2. That the foregoing Bylaws constitute the Bylaws of said Corporation as duly adopted by Action of Incorporator on August 10, 2013, and the Board of Directors of the Corporation on August 10, 2013, and that these Bylaws have not been amended or modified since that date.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Corporation on August 10, 2013.



SUSAN BARCUS KAY, Secretary

ATTACHMENT 4

Part IV
Part VI, Line 1b

ATTACHMENT 4

Narrative Description of Foundation Activities

The Foundation was formed with the purpose to receive and maintain a fund or funds of real and/or personal property, and, subject to the restrictions and limitations set forth in Article II of the Articles of Incorporation of the Foundation, to use and apply all or any part of the income therefrom and principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Regulations thereunder.

The Foundation is being funded with the overall objective to fund projects or activities which improve the quality of life. The primary focus of the Foundation will be in the following areas:

1. not-for-profit community groups;
2. education;
3. healthcare;
4. community development; and
5. other charitable purposes.

It is envisioned that the Foundation will fund projects in one or more of the above areas, and the distributions from year to year may differ based on need.

The Foundation will receive the initial contributions from its Directors. There are no present plans to raise additional contributions from third parties or the general public.

It is anticipated that the Foundation will develop a reputation for charitable activities, but it may take some time to develop a regular pipeline of Foundation grant applications (see Attachment 7 for Grant Making Procedures).

Part V, Line 2a

ATTACHMENT 5

Relationships Between the Directors of the Foundation

The Foundation has four Directors: Gregory Louis Kay, Susan Barcus Kay, Brittany Paige Kay, and Morgan Allison Kay, all of whom are related through family relationship, as specified below.

Gregory Louis Kay and Susan Barcus Kay are married to each other and are the parents of Brittany Paige Kay and Morgan Allison Kay.

Brittany Paige Kay and Morgan Allison Kay are siblings and are the children of Gregory Louis Kay and Susan Barcus Kay.

Part V, Line 5a

ATTACHMENT 6

Adoption of the Conflict of Interest Policy

A Conflict of Interest Policy has been adopted by the Written Resolutions of the Board of Directors of the Corporation, with the effective date as of August 10, 2013 ("Resolutions"). A copy of the Resolutions, with the Conflict of Interest Policy, is attached hereto.

**WRITTEN RESOLUTIONS
IN LIEU OF ORGANIZATIONAL MEETING
OF
THE BOARD OF DIRECTORS
OF
DUME WOLVERINE FOUNDATION
a California Nonprofit Public Benefit Corporation**

Effective Date: August 10, 2013

THE UNDERSIGNED, being all the members of the Board of Directors ("Board") of Dume Wolverine Foundation, a California nonprofit public benefit corporation (the "Corporation"), as elected and named by the Incorporator pursuant to the Action of Incorporator, dated August 10, 2013 (attached hereto as Exhibit A and incorporated by reference), in accordance with provisions Section 5211(b) of the California Corporations Code, do hereby adopt the resolutions set forth below and agree that, once these Resolutions are signed by all signatories hereto, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted at a formal meeting of the Board of Directors of the Corporation, duly called for and held for the purpose of acting upon a proposal to adopt such resolutions.

1. Waiver of Formal Requirements

RESOLVED, that the undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

2. Articles of Incorporation

WHEREAS, the Articles of Incorporation (the "Articles") of the Corporation have been filed in the office of the Secretary of State of the State of California on February 15, 2013.

RESOLVED, that Secretary of the Corporation shall and is hereby directed to insert a certified copy of the Articles in the Minute Book of the Corporation.

3. Bylaws

WHEREAS, each member of the Board had a chance to review the BYLAWS OF DUME WOLVERINE FOUNDATION as approved and adopted by the Action of Incorporator, dated August 10, 2013 ("Bylaws") substantially in the form attached hereto as Exhibit B; and

WHEREAS, the Board, having carefully reviewed the Bylaws, believes that it is in the best interests of the Corporation to approve the Bylaws, substantially in the form attached hereto as Exhibit B.

RESOLVED, that the Bylaws, substantially in the form attached hereto as Exhibit B, are hereby approved and adopted as the Bylaws of the Corporation; and

FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to sign the Bylaws and insert it in the Minute Book of the Corporation.

4. Accounting Year

WHEREAS, the Board believes it is necessary to adopt an accounting year of the Corporation so that the Internal Revenue Service and the Franchise Tax Board could be notified thereof.

RESOLVED, that the accounting of the Corporations shall be based on a calendar year beginning January 1 and ending December 31 of each respective year.

5. Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall be established and maintained at 21600 Oxnard Street, Suite 1110, Woodland Hills, California 91367-7836.

6. Officers

RESOLVED, that the following individuals are elected to the offices set forth opposite their respective names, each to serve at the pleasure of the Board until their earlier resignation or removal:

<u>Name</u>	<u>Office</u>
Gregory Louis Kay	President/Chief Executive Officer
Susan Barcus Kay	Vice President
Susan Barcus Kay	Secretary
Susan Barcus Kay	Treasurer/Chief Financial Officer

7. Compensation

RESOLVED, that the Officers and Directors shall receive no compensation in 2013.

8. Officers Authorized to Contract

RESOLVED, that the following Officer(s)/Director(s), any one of them acting alone, be, and the same are, hereby authorized to sign contracts and obligations on behalf of the Corporation:

Gregory Louis Kay and
Susan Barcus Kay

9. Bank Account

RESOLVED, that the officers and directors of the Corporation are hereby authorized to select and designate a bank institution as a depository of funds of the Corporation and to establish a checking account to be maintained by and in the name of the Corporation at the office of said bank, on and subject to such terms and conditions as the President and Secretary of the Corporation may from time to time agree on with said bank;

FURTHER RESOLVED, that all checks, drafts, and other instruments for the payment of money drawn or accepted by this Corporation for payment from such account or at such office of the bank be signed on behalf of this Corporation by any of the following Officers of the Corporation: the President or Chief Financial Officer;

FURTHER RESOLVED, that any checks, drafts, or other instruments for the payment of money, endorsed on behalf of the Corporation for deposit with or collection by said bank, may be so endorsed in the name of the Corporation by written or stamped endorsement, without designation or signature of the person making such endorsement;

FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to certify to said bank that these resolutions have been duly adopted and are in conformity with the Articles of Incorporation and Bylaws of the Corporation and to further certify to said bank the names and specimen signatures of the present Officers of the Corporation authorized to sign on such account, and if and when any change be made in the personnel of such Officers, the fact of such change and the name and specimen signature of each new Officer;

FURTHER RESOLVED, that said bank is required and authorized to honor, receive, certify, or pay any instrument signed or endorsed in accordance with these resolutions and the certification provided for by these resolutions then in effect, including any such instrument drawn or endorsed to the personal order of, or presented for negotiation or encashment by, any Officer signing or endorsing the same; and

FURTHER RESOLVED, that these resolutions and each certification herein provided for shall remain in full force and effect, and said bank is authorized and requested to rely and act thereon until it shall receive at its office to which the certified copy of these resolutions is delivered, either a certified copy of a further resolution of the Board of Directors amending or rescinding these resolutions or a further certification of the names and signatures of the Officers authorized to sign on such account.

10. Statement of Information

RESOLVED, that the appropriate Officers of the Corporation shall, within 90 days after the date the Articles of Incorporation of this Corporation were filed in the Secretary of State's office, and biennially thereafter during the applicable filing period, on a form prescribed by the California Secretary of State, file in the California Secretary of State's office the Statement of Information as required by the applicable California Corporations law;

11. *Application for Employer Identification Number*

RESOLVED, that the appropriate Officers of the Corporation are hereby authorized and directed to make such filings and applications and sign such documents as necessary to secure for the Corporation a Federal Employer Identification Number.

12. *Application for Tax Exemptions*

RESOLVED, that the appropriate Officers of the Corporation are hereby authorized to take all necessary steps and to execute all necessary instruments to apply for the federal and California tax exemptions as a nonprofit public benefit corporation.

13. *Adoption of Conflict of Interest Policy*

WHEREAS, the Board desires that the Corporation conduct its business affairs so as to avoid any possible conflict of interest between the duties and responsibilities that the Corporation's Directors and Officers owe to the Corporation and other duties and responsibilities those individuals may have; and

WHEREAS, the Board has reviewed the Conflict of Interest Policy attached hereto as Exhibit C, and determined that it is appropriate for the Corporation.

RESOLVED, that the Conflict of Interest Policy, substantially in the form attached hereto as Exhibit C be, and it hereby is, the Policy of the Corporation; and

FURTHER RESOLVED, that each Director and Officer of the Corporation shall be provided a copy of the Conflict of Interest Policy and shall sign and deliver to the Secretary of the Corporation an annual statement as required in Article VI of the Policy

14. *Accountant*

RESOLVED, that BDO Seidman, LLP, a duly licensed certified public accountant firm, be retained as accountant for the Corporation, to set up, prepare, and maintain the financial records of the Corporation and to prepare such financial statements and tax returns as may be required of the Corporation or requested by its Officers and Directors from time to time; and

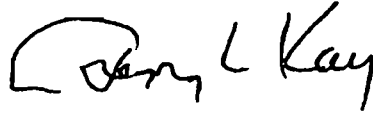
FURTHER RESOLVED, that BDO Seidman, LLP, is hereby authorized and directed to procure for and at the expense of the Corporation such books and records as may be required to properly maintain the financial records of the Corporation.

15. *Organizational Expenses*

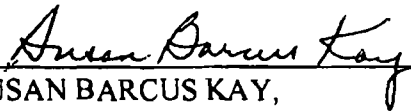
RESOLVED, that the President and the Chief Financial Officer of the Corporation be, and they hereby are, authorized and directed to pay the expenses of incorporation and organization of the Corporation.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Corporation, have executed these Resolutions as of the date first written above.

BOARD OF DIRECTORS:



GREGORY LOUIS KAY,
Director



SUSAN BARCUS KAY,
Director



BRITTANY PAIGE KAY, Director



MORGAN ALLISON KAY, Director

CONFLICT OF INTEREST POLICY

Article I. Purpose

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

Article II. Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III. Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a

conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V. Compensation

The following applies to the directors and officers of the Corporation, who receive compensation from the Corporation for his/her services:

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services, is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. has received a copy of the conflicts of interest policy;

b. has read and understands the policy;

c. has agreed to comply with the policy; and

d. understands that the Corporation is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

b. whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Part VI, Lines 1a and 1b
Part VIII, Lines 13b and 13f

ATTACHMENT 7

Grant Making Procedures

The Board of Directors of the Foundation will be responsible for establishing the policies of the Foundation with respect to grants and donations. From time to time the Board will review the Foundation's program interests and assess the overall results of its grant making.

Grants may be made to individuals for purposes other than for travel, study or any similar purpose described in IRC Section 4945(d)(3) and to other organizations recognized as tax-exempt under IRC Section 501(c)(3). All grants must be ratified by the Board of Directors of the Foundation. Single grants in the amount of \$10,000 and above must be approved by a majority vote of the Board of Directors before any such funds are disbursed. Grants under \$10,000 may be awarded and funds disbursed upon written approval of the Chairman of the Board of Directors or President of the Foundation and one other member of the Board of Directors.

All grant proposals will be evaluated to ensure they conform to the Foundation's policies and fit within the vision and mission set forth by the Foundation. All evaluations will be carried out in a fair and non-discriminatory manner, with strict adherence to the Foundation's Conflict of Interest Policy (see Attachment 6 for a copy of the Foundation's Conflict of Interest Policy).

The Foundation encourages open submission of proposals. All unsolicited requests will be accepted and considered for approval. Interested applicants will be asked to submit a proposal no longer than ten pages (not including attachments) which contains the following elements to the extent practicable:

1. A brief description of the individual or organization, the purposes of the proposal, the outcomes expected, and how the Foundation funding aids the attainment of those outcomes;
2. A description of the individual or organization, his/her/its history, mission, goals, and population served, and a description of current programs and recent accomplishments; and
3. A description of the purpose or project for which funding is sought. Documentation should include (i) statement of the purpose of the project; (ii) strategies the individual or organization will employ to implement the project and proposed timetable; (iii) the proposed staffing for the project, including the names and titles of key project staff; and (iv) a detailed project budget.

The Foundation will also require any individual who receives a grant (which will be for purposes other than travel, study or any similar purpose described in IRC Section 4945(d)(3)) to enter into a written grant agreement, if appropriate, and, if appropriate, to periodically report to the Foundation regarding the use of the funds granted, including a final report when the funds granted are depleted or the objective of the grant is obtained.

Holdings

As of Close of Business: 10/29/2013

Cash

Account	Cash Balance	Margin Balance	Closing Balance	% of Portfolio
203-02100 (ENDOWMENT) "DUME WOLVERINE"	0	0	0	0.00
Total Cash	0	0	0	0.00

203-02100

Description	Symbol	Account	Rating	Quantity	Price	Value	% of Portfolio	Product
AMAZON COM INC COM	AMZN	203-02100 (ENDOWMENT) "DUME WOLVERINE"	B-1-9	80	362.700	29,016	0.27	Stocks & Related
BERKSHIRE HATHAWAY INC	BRKA	203-02100 (ENDOWMENT) "DUME WOLVERINE"		6	175,991.000	1,055,946	9.90	Stocks & Related
DELAWARE CL A\$5 00		203-02100 (ENDOWMENT) "DUME WOLVERINE"						
BERKSHIRE HATHAWAY INC	BRKB	203-02100 (ENDOWMENT) "DUME WOLVERINE"		100	117.410	11,741	0.11	Stocks & Related
DEL CL B NEW		203-02100 (ENDOWMENT) "DUME WOLVERINE"						
BIOGEN IDEC INC	BIIB	203-02100 (ENDOWMENT) "DUME WOLVERINE"	B-1-9	1,400	254.390	356,146	3.34	Stocks & Related
CISCO SYSTEMS INC COM	CSCO	203-02100 (ENDOWMENT) "DUME WOLVERINE"	B-1-7	14,945	22.825	341,120	3.20	Stocks & Related
COCA COLA COM	KO	203-02100 (ENDOWMENT) "DUME WOLVERINE"	A-1-7	2,400	39.800	95,520	0.90	Stocks & Related
DIRECTV SHS	DTV	203-02100 (ENDOWMENT) "DUME WOLVERINE"	B-2-9	100	62.740	6,274	0.06	Stocks & Related
DISNEY (WALT) CO COM	DIS	203-02100 (ENDOWMENT) "DUME WOLVERINE"	B-1-7	3,000	68.920	206,760	1.94	Stocks & Related
EXXON MOBIL CORP COM	XOM	203-02100 (ENDOWMENT) "DUME WOLVERINE"	A-1-7	1,556	88.930	138,375	1.30	Stocks & Related
FORD MOTOR CO	F	203-02100 (ENDOWMENT) "DUME WOLVERINE"	C-1-7	2,000	17.610	35,220	0.33	Stocks & Related
HOME DEPOT INC	HD	203-02100 (ENDOWMENT) "DUME WOLVERINE"	A-1-7	4,060	77.500	314,650	2.95	Stocks & Related
INTEL CORP	INTC	203-02100 (ENDOWMENT) "DUME WOLVERINE"	A-1-7	24,600	24.523	603,266	5.65	Stocks & Related

Accounts included in this report: 203-02100 (ENDOWMENT) "DUME WOLVERINE"

Holdings

As of Close of Business: 10/29/2013

203-02100

Description	Symbol	Account	Rating	Quantity	Price	Value	Portfolio	Stocks & Related
JOHNSON AND JOHNSON	JNJ	203-02100	A-2-7	2,500	93.140	232,850	2.18	Stocks & Related
COM		(ENDOWMENT)						
		"DUME WOLVERINE"						
MEDTRONIC INC COM	MDT	203-02100	A-1-7	2,980	58.500	174,330	1.63	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
MICROSOFT CORP	MSFT	203-02100	B-2-7	12,800	35.520	454,656	4.26	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
ML BANK DEPOSIT PROGRAM	990286916	203-02100		7,590	1.000	7,590	0.07	Money Accounts
		(ENDOWMENT)						
		"DUME WOLVERINE"						
OSIRIS THERAPEUTICS INC	OSIR	203-02100		1,000	14.250	14,250	0.13	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
PFIZER INC	PFE	203-02100	A-1-7	188,400	31.250	5,887,500	55.17	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
PROCTER & GAMBLE CO	PG	203-02100	A-1-7	1,628	82.460	134,245	1.26	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
TEXAS INSTRUMENTS	TXN	203-02100	B-1-7	11,540	41.760	481,910	4.52	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
TIME WARNER CABLE INC SHS	TWC	203-02100	C-1-7	715	118.140	84,470	0.79	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
TRIPADVISOR INC SHS	TRIP	203-02100	C-1-9	75	82.260	6,170	0.06	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
Total 203-02100						10,672,004	100.00	

Description	Symbol	Account	Rating	Quantity	Price	Value	Portfolio	Stocks & Related
JOHNSON AND JOHNSON	JNJ	203-02100	A-2-7	2,500	93.140	232,850	2.18	Stocks & Related
COM		(ENDOWMENT)						
		"DUME WOLVERINE"						
MEDTRONIC INC COM	MDT	203-02100	A-1-7	2,980	58.500	174,330	1.63	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
MICROSOFT CORP	MSFT	203-02100	B-2-7	12,800	35.520	454,656	4.26	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
ML BANK DEPOSIT PROGRAM	990286916	203-02100		7,590	1.000	7,590	0.07	Money Accounts
		(ENDOWMENT)						
		"DUME WOLVERINE"						
OSIRIS THERAPEUTICS INC	OSIR	203-02100		1,000	14.250	14,250	0.13	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
PFIZER INC	PFE	203-02100	A-1-7	188,400	31.250	5,887,500	55.17	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
PROCTER & GAMBLE CO	PG	203-02100	A-1-7	1,628	82.460	134,245	1.26	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
TEXAS INSTRUMENTS	TXN	203-02100	B-1-7	11,540	41.760	481,910	4.52	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
TIME WARNER CABLE INC SHS	TWC	203-02100	C-1-7	715	118.140	84,470	0.79	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
TRIPADVISOR INC SHS	TRIP	203-02100	C-1-9	75	82.260	6,170	0.06	Stocks & Related
		(ENDOWMENT)						
		"DUME WOLVERINE"						
Total 203-02100						10,672,005	100.00	

For Informational Purposes Only - Account Statement is Official Record of Holdings, Balances and Security Prices

Important Information About This Report

Merrill Lynch Wealth Management makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated, a registered broker-dealer and member SIPC, and other subsidiaries of Bank of America Corporation.

Banking products are provided by Bank of America, N.A., member FDIC and a wholly owned subsidiary of BAC

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Accounts included in this report: 203-02100 (ENDOWMENT) "DUME WOLVERINE"

For Informational Purposes Only - Account Statement is Official Record of Holdings, Balances and Security Values

Holdings

As of Close of Business 10/29/2013



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This report is designed to assist you in the evaluation of your account(s) in combination with the ongoing advice and guidance of your Merrill Lynch Financial Advisor. Please contact your Financial Advisor if you have any questions regarding the information contained in the report.

Your monthly account statements are the only official record of your account(s). The information in this report may differ from your official monthly account statements and from other reports generated in respect of the accounts represented in this report. Past performance is no indicator of future results.

P These investments are pledged to a Merrill Lynch, Pierce, Fenner & Smith Inc. affiliate as collateral
PL Denotes a Purpose Loan
NPL Denotes a Non-Purpose Loan
S While we strive to provide the most up-to-date pricing available, the price of these securities may not be current and may not, in any event, closely reflect the price at which these securities may be sold. If you have any questions in this regard, please contact your Merrill Lynch Financial Advisor.
U The price of these securities was unavailable at the time of preparing this report and is therefore not included in your total portfolio valuation. If you have any questions in this regard please contact your Merrill Lynch Financial Advisor.
COL Security being used as collateral
DED Deed verifying property ownership
DEF Issuer unable to make timely payment
FRC Fractional part of a whole security
LIQ Assets in Liquidation
LON Loan against a retirement account
LP Limited Partnership
NOT Notational does not have a transfer agent
NTR Security is non transferable
PP Private Placement - not issued with SEC
PRN This asset is a Promissory Note
WOR Security has no value
NON Assets not custodied at Merrill

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Fundamental Equity Opinion Key: Opinions include a Volatility Risk Rating, an Investment Rating and an Income Rating.

BoFA ML Research VOLATILITY RISK RATINGS, indicators of potential price fluctuation, are:

- A - Low
- B - Medium
- C - High

BoFA ML Research INVESTMENT RATINGS reflect the analyst's assessment of a stock's absolute total return potential and the stock's attractiveness for investment relative to other stocks within a Coverage Cluster (defined below). There are three investment ratings:

- 1 - Buy (stocks are expected to have a total return of at least 10% and are the most attractive stocks in the Coverage Cluster)
- 2 - Neutral (stocks are expected to remain flat or increase in value and are less attractive than Buy rated stocks)
- 3 - Underperform (stocks are the least attractive stocks in a Coverage Cluster)

Analysts assign investment ratings considering, among other things, the 0-12 month total return expectation for a stock and the firm's guidelines for ratings dispersions (shown in the table below). The current price objective for a stock should be referenced to better understand the total return expectation at any given time. The price objective reflects the analyst's view of the potential price appreciation (depreciation).

Accounts Included in this report: 203-02100 (ENDOWMENT) *DUME WOLVERINE*

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Holdings

As of Close of Business: 10/29/2013

BofAML Research Investment rating	Total return expectation (within 12-month period of date of initial rating)	Ratings dispersion guidelines for coverage cluster*
Buy	>=10%	<=70%
Neutral	>=0%	<=30%
Underperform	N/A	>=20%

*Ratings dispersions may vary from time to time where BofAML Research believes it better reflects the investment prospects of stocks in a Coverage Cluster.

BofAML Research INCOME RATINGS. indicators of potential cash dividends, are.

- 7 - same/higher (dividend considered to be secure)
- 8 - same/lower (dividend not considered to be secure)
- 9 - pays no cash dividend

A Coverage Cluster is comprised of stocks covered by a single analyst or two or more analysts sharing a common industry, sector, region or other classification(s) A stock's Coverage Cluster is included in the most recent BofAML Research Comment referencing the stock

Closed-end Fund Investment Opinion Key: The Opinion key includes an identifier and an investment rating. The identifier, "F," denotes a closed-end fund and the number is a fund's investment rating, which is based on our 12 month expectation of stability of the Fund's distributions (including net investment income, short and long term capital gains and return of capital) and stock price from the date of the initial rating.

- 1 - Buy (indicating that distributions are expected to be the same or increase and that the stock price is expected to be stable or increase)
- 2 - Neutral (indicating that distributions are expected to remain the same or decrease and that the stock price is expected to be stable)
- 3 - Underperform (indicating that distributions are expected to decrease and that the stock price is expected to decline)

Insurance Cash Values and Annuity Contract Values (if applicable) are used to calculate Total Portfolio Value. These values are as of Close of Business one business day prior to the 'as of' date shown above. Insurance Cash Values may not reflect immediately available funds due to loan balances and/or policy charges. Annuity Contract Values may not reflect immediately available funds due to contract charges. Annuities and life insurance products are not held in your account. Their values are listed here for your convenience.