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Return of Private Foundation

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

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning 12/01, 2013, and ending 11/30, 2014

Name of foundation
THE EUGENE APPLEBAUM FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
39400 WOODWARD AVENUE 100

City or town, state or province, country, and ZIP or foreign postal code
BLOOMFIELD HILLS, MI 48304

A Employer identification number
38-2782955

B Telephone number (see instructions)
(248) 593-8840

C If exemption application is pending check here

D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test check here and attach computation

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 459,766.**

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	3,186,578.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	118.			
	b Gross sales price for all assets on line 6a	118.			
	7 Capital gain net income (from Part IV, line 2)		118.		
	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	3,186,696.	118.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 1	4,100.	2,050.	2,050.	2,050.
	c Other professional fees (attach schedule) *	24,000.	12,000.	12,000.	12,000.
	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 3	192.	96.	96.	96.
	24 Total operating and administrative expenses Add lines 13 through 23	28,292.	14,146.	14,146.	14,146.
	25 Contributions, gifts, grants paid	3,116,651.			3,116,651.
26 Total expenses and disbursements Add lines 24 and 25	3,144,943.	14,146.	14,146.	3,130,797.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	41,753.				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	418,013.	459,766.	459,766.
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
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)	418,013.	459,766.	459,766.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶))			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	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	418,013.	459,766.		
30	Total net assets or fund balances (see instructions)	418,013.	459,766.		
31	Total liabilities and net assets/fund balances (see instructions)	418,013.	459,766.		

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)	1 418,013.
2	Enter amount from Part I, line 27a	2 41,753.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 459,766.
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	6 459,766.

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	118.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	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

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	2,686,550.	455,042.	5.903961
2011	2,974,299.	612,442.	4.856453
2010	1,575,916.	1,741,458.	0.904941
2009	4,412,083.	4,369,681.	1.009704
2008	614,918.	6,167,121.	0.099709

2	Total of line 1, column (d)	2	12.774773
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	2.554955
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	719,891.
5	Multiply line 4 by line 3	5	1,839,289.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	1,839,289.
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	3,130,797.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is \$61,700.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and foundation status. Includes handwritten 'MI' and 'ATCH 4'.

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).			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).			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X		
Website address \blacktriangleright N/A				
14 The books are in care of \blacktriangleright PAMELA A. APPLEBAUM Telephone no \blacktriangleright 248-593-6840				
Located at \blacktriangleright 39400 WOODWARD AVENUE #100, BLOOMFIELD HILLS, MI ZIP+4 \blacktriangleright 48304				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here \blacktriangleright <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year \blacktriangleright 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?	Yes	No	
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country \blacktriangleright N/A				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years \blacktriangleright _____			
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 \blacktriangleright _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

5b	N/A	
6b		X
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 5		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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 MAYO FOUNDATION	660,000.
2 JEWISH FEDERATION OF METRO DETROIT	417,366.
3 DETROIT INSTITUTE OF ARTS	400,100.
4 BEAUMONT FOUNDATION	300,000.

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 ▶

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	
b	Average of monthly cash balances	1b	730,854.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	730,854.
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	730,854.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,963.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	719,891.
6	Minimum investment return. Enter 5% of line 5	6	35,995.

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	35,995.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	35,995.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	35,995.
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	35,995.

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	3,130,797.
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	3,130,797.
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	3,130,797.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				35,995.
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				307,885.
b From 2009				4,196,613.
c From 2010				1,489,925.
d From 2011				2,943,677.
e From 2012				2,663,798.
f Total of lines 3a through e	11,601,898.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,130,797.				
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				35,995.
e Remaining amount distributed out of corpus	3,094,802.			
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	14,696,700.			
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				
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)	307,885.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	14,388,815.			
10 Analysis of line 9				
a Excess from 2009				4,196,613.
b Excess from 2010				1,489,925.
c Excess from 2011				2,943,677.
d Excess from 2012				2,663,798.
e Excess from 2013				3,094,802.

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(j)(3) or

4942(j)(5)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; b 85% of line 2a; c Qualifying distributions from Part XII, line 4 for each year listed; d Amounts included in line 2c not used directly for active conduct of exempt activities; e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test - enter (1) Value of all assets, (2) Value of assets qualifying under section 4942(j)(3)(B)(i); b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed; c "Support" alternative test - enter (1) Total support other than gross investment income, (2) Support from general public and 5 or more exempt organizations, (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).)

SEE STATEMENT

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

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATCH 6				
Total ▶ 3a				3,116,651.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for both (b) and (d).

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here section containing a signature, date (1/20/15), title (Pres), and a checkbox for 'May the IRS discuss this return with the preparer shown below?'.

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and Phone no.

Schedule of Contributors

2013

▶ 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

Name of the organization

THE EUGENE APPIEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number
38-2782955

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	PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 18,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 29,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 7,078.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 27,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **THE EUGENE APPLEBAUM FAMILY FOUNDATION**

Employer identification number
38-2782955

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
7	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
10	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
11	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

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
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number
38-2782955

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
----- ----- -----	----- ----- -----

(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
----- ----- -----	----- ----- -----

(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
----- ----- -----	----- ----- -----

(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
----- ----- -----	----- ----- -----

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING 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>
PRICEWATERHOUSECOOPERS - PREP	4,100.	2,050.	2,050.	2,050.
TOTALS	<u>4,100.</u>	<u>2,050.</u>	<u>2,050.</u>	<u>2,050.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL 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>
ARBOR INVESTMENT GROUP	24,000.	12,000.	12,000.	12,000.
TOTALS	<u>24,000.</u>	<u>12,000.</u>	<u>12,000.</u>	<u>12,000.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COMERICA BANK FEES	128.	64.	64.	64.
MISCELLANEOUS EXPENSE	64.	32.	32.	32.
TOTALS	<u>192.</u>	<u>96.</u>	<u>96.</u>	<u>96.</u>

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

ATTACHMENT 4

NAME AND ADDRESS

PAMELA A. APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

PAMELA A. APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

LISA S. APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

LISA S. APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

LISA S. APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

LISA S. APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

EUGENE APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

EUGENE APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

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

ATTACHMENT 4 (CONT'D)

NAME AND ADDRESS

EUGENE APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

EUGENE APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

EUGENE APPLEBAUM
39400 WOODWARD AVENUE, SUITE 100
BLOOMFIELD HILLS, MI 48304

THE EUGENE APPLEBAUM FAMILY FOUNDATION

38-2782955

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

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	PRESIDENT <i>PART-TIME</i>	0	0	0
MARCIA APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	V. PRESIDENT <i>PART-TIME</i>	0	0	0
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	SECRETARY <i>PART-TIME</i>	0	0	0
PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	TREASURER <i>PART-TIME</i>	0	0	0
GRAND TOTALS		0	0	0

THE EUGENE APPELLAUM FAMILY FOUNDATION

38-2782955

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

ATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	N/A 501 (C) (3)	GENERAL PURPOSE GRANT	3,116,651
TOTAL CONTRIBUTIONS PAID			<u>3,116,651</u>

**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)	
118.		CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				P	VARIOUS	02/14/2014
						118.		
TOTAL GAIN (LOSS)							<u>118.</u>	

**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

THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

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				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	118.			118.
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 ▶				16 118.

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

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		
18	Net long-term gain or (loss):			
a	Total for year	18a		118.
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		118.

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		

FEDERAL FOOTNOTES

PAGE 2 BALANCE SHEET COLUMN C

THIS FOUNDATION HOLDS THE REMAINDER INTEREST IN THE EUGENE APPLEBAUM
CHARITABLE REMAINDER TRUST EIN: 38-3228858

Eugene Applebaum Family Foundation

Contributions for year ending 11/30/14

Foundation Fund

American Friends of Israel Mus	500 Fifth Ave. Ste. 2540 New York, NY 10110	Unrelated	Sec. 501(c)(3)	Education & Research	57,000.00
American Friends of Israel Mus	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec. 501(c)(3)	Education & Research	100,000.00
American Friends of Israel Mus	500 Fifth Ave Ste. 2540 New York, NY 10110	Unrelated	Sec. 501(c)(3)	Education & Research	100,000.00
Beaumont Foundation	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec. 501(c)(3)	Education & Research	3,000,000.00
Berman Theater	6600 West Maple Road West Bloomfield, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	1,000.00
Birthright Israel Foundation	33 E 33rd St, 7th Floor New York, NY 10016	Unrelated	Sec. 501(c)(3)	Education & Research	50,000.00
Brigham and Women's Hospital	75 Francis Street Boston, MA 02115	Unrelated	Sec. 501(c)(3)	Education & Research	250,000.00
Capuchin Soup Kitchen-SOCK	1840 Mt Elliott Detroit, MI 48207	Unrelated	Sec. 501(c)(3)	Education & Research	250.00
Cornerstone School Partnership	6861 E Nevada Detroit, MI 48234	Unrelated	Sec. 501(c)(3)	Education & Research	2,500.00
Cranbrook Academy of Art	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	25,000.00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	10,000.00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	10,000.00
Crohn's and Colitis Foundation	25882 Orchard Lake Road Farmington Hills, MI 48336	Unrelated	Sec. 501(c)(3)	Education & Research	350.00
David Horodoker Organization	6953 Candlewood Trail W. Bloomfield, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	505.00
Detroit Historical Society	5401 Woodward Detroit, MI 48202	Unrelated	Sec. 501(c)(3)	Education & Research	20,000.00

Detroit Institute Of Arts	5200 Woodward Ave Detroit, MI 48202	Unrelated	Sec. 501(c)(3)	Education & Research	4,000.00
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec. 501(c)(3)	Education & Research	700.00
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	25,000.00
Epilepsy Foundation GLA/C&C Be	5777 W Century Blv , Ste 820 Los Angeles, CA 90045	Unrelated	Sec 501(c)(3)	Education & Research	200.00
Frankel Jewish Academy	6600 W Maple Road West Bloomfield Twp, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	10,000.00
Friends of the IDF	PO Box 999 Walled Lake, MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	4,000.00
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	10,000.00
Jewish Family Services	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	100.00
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	62,166.00
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	300,000.00
Jewish Federation of Palm Beach	4601 Community Drive West Palm Beach, FL 33417	Unrelated	Sec 501(c)(3)	Education & Research	20,000.00
Jewish Senior Life	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	250.00
Jewish Theological Seminary	3080 Broadway New York, NY 10027	Unrelated	Sec. 501(c)(3)	Education & Research	750.00
Jewish Theological Seminary	3080 Broadway New York, NY 10027	Unrelated	Sec 501(c)(3)	Education & Research	1,200.00
Kadima Center	15999 West 12 Mile Road Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	5,000.00
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	1,000.00
Kravits Center for the Perform	701 Okeechobee Blvd	Unrelated	Sec 501(c)(3)	Education & Research	10,000.00

Mayo Foundation	West Palm Beach, FL 33401	Unrelated	Sec. 501(c)(3)	Education & Research	600,000.00
Mayo Foundation	200 First Street SW Rochester, MN 55905	Unrelated	Sec 501(c)(3)	Education & Research	600,000.00
Michigan Education Excellence Fund	200 First Street SW Rochester, MN 55905	Unrelated	Sec 501(c)(3)	Education & Research	1,000,000.00
Michigan Jewish Sports Foundat	PO Box 10030 Lansing, MI 48901	Unrelated	Sec 501(c)(3)	Education & Research	250,000.00
Michigan Jewish Sports Foundat	2000 E Oakley Park Road, #1-4 Commerce Twp , MI 48390	Unrelated	Sec. 501(c)(3)	Education & Research	250,000.00
Michigan Jewish Sports Foundat	2000 E Oakley Park Road, #1-4 Commerce Twp , MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	250,000.00
Michigan Psychoanalytic Foundation	32841 Middlebelt Road, #411 Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	5,000,000.00
Midtown Detroit Inc	3939 Woodward Ave , Ste 100 Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	10,000,000.00
Myelin Repair Foundation	18809 Cox Avenue, Ste 190 Saratoga, CA 95070	Unrelated	Sec 501(c)(3)	Education & Research	10,000,000.00
National Museum of Am Jew Hi	101 South Independence Mall East Philadelphia, PA 19106	Unrelated	Sec 501(c)(3)	Education & Research	10,000,000.00
Old Newsboy's Goodfellow Fund	PO Box 44444 Detroit, MI 48244	Unrelated	Sec. 501(c)(3)	Education & Research	1,000,000.00
ORT America	6735 Telegraph Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	5,000,000.00
Palm Beach Civic Association	139 N County Rd, Ste 33 Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	500,000.00
Perlman Music Program	19 West 69th Street, Ste 304 New York, NY 10023	Unrelated	Sec 501(c)(3)	Education & Research	1,000,000.00
Race to Erase MS	1875 Century Park East, Suite 980 Los Angeles, CA 90067	Unrelated	Sec 501(c)(3)	Education & Research	2,000,000.00
Society of St Vincent de Paul	3000 Gratiot Avenue Detroit, MI 48207	Unrelated	Sec. 501(c)(3)	Education & Research	1,000,000.00

Racquet Up Detroit	18100 Meyers Road Detroit, MI 48235	Unrelated	Sec 501(c)(3)	Education & Research	100.00
Starkey Hearing Foundation	6700 Washington Ave South Eden Prairie, MN 55344	Unrelated	Sec 501(c)(3)	Education & Research	4,000.00
United Jewish Foundation of Metro Detroit	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	5,000.00
United Jewish Foundation of Metro Detroit	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	100.00
Wayne State University	4200 Fauiy/Administration Bldg Detroit, MI 48202	Unrelated	Sec. 501(c)(3)	Education & Research	10,000.00
Wayne State University	4200 Fauiy/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	150,000.00
Yad Ezra	2850 11 Mile Road Berkley, MI 48072	Unrelated	Sec 501(c)(3)	Education & Research	5,000.00
ZPCR Detroit	10 G Street NE, Ste 601 Washington, DC 20002	Unrelated	Sec 501(c)(3)	Education & Research	10,000.00
<u>Pamela Applebaum Fund</u>					2,785,681.00
American Cancer Society	20450 Civic Center Drive Southfield, MI 48076	Unrelated	Sec. 501(c)(3)	Education & Research	100.00
Congregation B'Nai Moshe	6800 Drake Road West Bloomfield, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	25.00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	100,000.00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	25.00
Cranbrook Schools	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	100,000.00
Detroit Institute Of Arts	5200 Woodward Ave Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	100.00
Evans Scholarship - Franklin Hills CC	317 Inkster Road Franklin, MI 48025	Unrelated	Sec. 501(c)(3)	Education & Research	250.00
Friends of the IDF	PO Box 999 Walled Lake, MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	25.00

Hadassah	5030 Orchard Lake Road West Bloomfield, MI 48323	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec. 501(c)(3)	Education & Research	2,000,000
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	2,000,000
Jewish Federation	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	20,000
Jewish Federation	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Jewish Federation	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	25,000,000
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec. 501(c)(3)	Education & Research	25,000,000
Jewish Hospice & Chaplaincy Net	6555 W Maple Road W Bloomfield Township, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Jewish Senior Life	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Jewish Senior Life	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec. 501(c)(3)	Education & Research	25,000
Milwaukee Chamber Theatre	Broadway Theatre Center 158 North Broadway Milwaukee, WI 53202	Unrelated	Sec 501(c)(3)	Education & Research	50,000
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	25,000
<u>Lisa Applebaum Fund</u> American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec. 501(c)(3)	Education & Research	2,500,000
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	10,000,000
American Friends of the Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	2,500,000

254,770.00

Columbia University	116th St & Broadway New York, NY 10027	Unrelated	Sec. 501(c)(3)	Education & Research	200,000
Hebrew Charter School	729 Seventh Ave , 9th Floor New York, NY 10019	Unrelated	Sec. 501(c)(3)	Education & Research	187,000
Jewish Communal Fund	575 Madison Avenue, Ste 703 New York, NY 10022	Unrelated	Sec. 501(c)(3)	Education & Research	150,000
The Town School	540 E 76th St New York, NY 10021	Unrelated	Sec. 501(c)(3)	Education & Research	267,500
University of Michigan Museum of Art	525 South State Street Ann Arbor, MI 48109	Unrelated	Sec. 501(c)(3)	Education & Research	15,000
					<u>76,200.00</u>
					<u>3,116,651.00</u>