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Return of Private Foundation

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

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2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation: **HELPPIE FAMILY CHARITABLE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 607**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **BLOOMFIELD HILLS, MI 48303**

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 2,541,708.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number: **38-3374687**

B Telephone number: **(248) 386-8300**

C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	44.	44.		STATEMENT 1
	4 Dividends and interest from securities	67,524.	67,524.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	123,215.			
	b Gross sales price for all assets on line 6a	1,361,408.			
	7 Capital gain net income (from Part IV, line 2)		123,215.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	190,783.	190,783.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5,255.	2,627.		2,628.
	c Other professional fees	17,918.	17,918.		0.
	17 Interest				
	18 Taxes	5,887.	887.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	20.	20.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	29,080.	21,452.		2,628.
	25 Contributions, gifts, grants paid	502,237.			502,237.
26 Total expenses and disbursements. Add lines 24 and 25	531,317.	21,452.		504,865.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<340,534.>				
b Net investment income (if negative, enter -0-)		169,331.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	437,215.	492,020.	492,020.	
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 8	1,317,280.	1,217,249.	1,217,249.	
	c Investments - corporate bonds STMT 9	540,353.	484,253.	484,253.	
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 10	389,399.	348,186.	348,186.	
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,684,247.	2,541,708.	2,541,708.		
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				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,684,247.	2,541,708.		
	30 Total net assets or fund balances	2,684,247.	2,541,708.		
31 Total liabilities and net assets/fund balances	2,684,247.	2,541,708.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,684,247.
2 Enter amount from Part I, line 27a	2	<340,534.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	297,746.
4 Add lines 1, 2, and 3	4	2,641,459.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	99,751.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,541,708.

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 PUBLICALLY TRADED SECURITIES		P		
b CAPITAL GAINS DIVIDENDS				
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 1,337,944.		1,238,193.	99,751.	
b 23,464.			23,464.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			99,751.	
b			23,464.	
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 }		2 123,215.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3 N/A

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

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

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

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))
2013	560,026.	2,820,909.	.198527
2012	461,019.	3,077,407.	.149808
2011	508,970.	3,463,291.	.146961
2010	453,776.	3,710,656.	.122290
2009	552,873.	3,783,243.	.146137
2 Total of line 1, column (d)			2 .763723
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 .152745
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,556,609.
5 Multiply line 4 by line 3			5 390,509.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,693.
7 Add lines 5 and 6			7 392,202.
8 Enter qualifying distributions from Part XII, line 4			8 504,865.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,693.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,693.
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	1,693.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,482.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,982.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,289.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 5,289. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of MICHELE DEAN Telephone no. 248-593-9371 Located at P.O. BOX 607, BLOOMFIELD HILLS, MI ZIP+4 48303
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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 2014?
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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.)
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?
b If "Yes," did it have excess business holdings in 2014 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 2014)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?

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 4945(d)(4)(A)? (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 **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A** 7b

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

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

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

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

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

Total number of other employees paid over \$50,000 0

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,433,752.
b	Average of monthly cash balances	1b	161,790.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,595,542.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,595,542.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,933.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,556,609.
6	Minimum investment return. Enter 5% of line 5	6	127,830.

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	127,830.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,693.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,693.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	126,137.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	126,137.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	126,137.

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	504,865.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	504,865.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,693.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	503,172.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				126,137.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	365,565.			
b From 2010	270,489.			
c From 2011	338,935.			
d From 2012	313,091.			
e From 2013	423,599.			
f Total of lines 3a through e	1,711,679.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 504,865.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				126,137.
e Remaining amount distributed out of corpus	378,728.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,090,407.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	365,565.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,724,842.			
10 Analysis of line 9:				
a Excess from 2010	270,489.			
b Excess from 2011	338,935.			
c Excess from 2012	313,091.			
d Excess from 2013	423,599.			
e Excess from 2014	378,728.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(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).)

RICHARD D. HELPPIE, JR.

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.

NONE

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:

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>AAH PREGNANCY CENTER 16755 MIDDLEBELT LIVONIA, MI 48154</p>	N/A	PC	GENERAL FUND SUPPORT	500.
<p>AGING PROJECTS P.O. BOX 5043 HENDERSONVILLE, NC 28793</p>	N/A	PC	GENERAL FUND SUPPORT	4,187.
<p>ALZHEIMER'S ASSOCIATION 20300 CIVIC CENTER DR SOUTHFIELD, MI 48076</p>	N/A	PC	SUPPORT FOR PEOPLE WITH AND TO FIND A CURE FOR ALZHEIMERS DISEASE	200.
<p>AMERICAN CANCER SOCIETY P.O BOX 22718 OAKLAHOMA CITY, OK 73123</p>	N/A	PC	RESEARCH	200.
<p>AMERICAN DIABETES ASSOCIATION 1701 N BEAUREGARD ALEXANDRIA, VA 22311</p>	N/A	PC	RESEARCH	500.
Total				502,237.
SEE CONTINUATION SHEET(S)				▶ 3a
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN LUNG ASSOCIATION 1950 ARLINGATE LANE COLUMBUS, OH 43228	N/A	PC	RESEARCH	150.
BIG HORN CHARITY 255 PALOWET DR PALM DESERT, CA 92260	N/A	PC	GENERAL FUND SUPPORT	5,000.
BOTSFORD FOUNDATION 28050 GRAND RIVER FARMINGTON HILLS, MI 48336	N/A	PC	GENERAL FUND SUPPORT	10,000.
CANYONLAND FIELD INSTITUTE P.O. BOX 68 MOAB, UT 84532	N/A	PC	ENVIRONMENTAL PROTECTION	1,200.
CHAMPIONS OF WAYNE 3001 4TH ST WAYNE, MI 48184	N/A	PC	TO SUPPORT THE STUDENTS OF WAYNE MEMORIAL HIGH SCHOOL	75,000.
CORNERSTONE SCHOOLS 6861 E NEVADA DETROIT, MI 48234	N/A	PC	VISION OF EXCELLENCE, CLASS SPONSORSHIP	10,000.
COTS 26 PETERBORO DETROIT, MI 48201	N/A	PC	GENERAL FUND SUPPORT	250.
CRANBROOK 520 LONE PINE BLOOMFIELD HILLS, MI 48303	N/A	PC	SCHOLARSHIPS FOR DESERVING STUDENTS	82,600.
DESERT AIDS PROJECT 1695 NORTH SUNRISE WAY PALM SPRINGS, CA 92263	N/A	PC	GENERAL FUND SUPPORT	11,000.
FORGOTTEN HARVEST 21800 GREENFIELD RD OAK PARK, MI 48237	N/A	PC	TO RELIEVE HUNGER IN THE DETROIT METROPOLITAN COMMUNITY	300.
Total from continuation sheets				496,650.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GEORGE WASHINGTON UNIVERSITY 2175 K STREET NW SUITE 350 WASHINGTON, DC 20037	N/A	PC	GENERAL FUND SUPPORT	10,000.
GEORGE W BUSH PRESIDENTIAL CENTER 2943 SMU BLV DALLAS, TX 75205	N/A	PC	GENERAL FUND SUPPORT	5,000.
GLEANERS COMMUNITY FOOD BANK P.O. BOX 33321, DRAWER 43 DETROIT, MI 48232	N/A	PC	FIGHT AGAINST HUNGER	300.
GOODWILL INDUSTRIES 3111 GRAND RIVER DETROIT, MI 48208	N/A	PC	ASSISTANCE TO INDIGENT FAMILIES	250.
GRACE CENTERS OF HOPE 35 E HURON ST PONTIAC, MI 48342	N/A	PC	ASSISTANCE TO INDIGENT FAMILIES	500.
HABITAT FOR HUMANITY OF HURON VALLEY 170 APRIL DRIVE ANN ARBOR, MI 48103	N/A	PC	GENERAL FUND SUPPORT	250.
HAWN FOUNDATION 220 26TH ST, STE 203 SANTA MONICA, CA 90402	N/A	PC	GENERAL FUND SUPPORT	4,000.
HEART O THE LAKES CHURCH 7031 JEFFERSON RD BROOKLYN, MI 49230	N/A	PC	GENERAL FUND SUPPORT	100.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA ALEX, VA 22314	N/A	PC	GENERAL FUND SUPPORT	7,500.
HOSPICE OF MICHIGAN 400 MACK AVE DETROIT, MI 48201	N/A	PC	HEALTH CARE ASSISTANCE FOR PEOPLE WITH A TERMINAL ILLNESS	1,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JOE NIEKRO FOUNDATION P.O. BOX 2876 SCOTTSDALE, AZ 85252	N/A	PC	GENERAL FUND SUPPORT	5,000.
JUVENILE DIABETES 24359 NORTHWESTERN HWY, #225 SOUTHFIELD, MI 48075	N/A	PC	JUVENILE DIABETES RESEARCH FOR CURE	500.
LIGHTHOUSE OF OAKLAND COUNTY 46156 WOODWARD AVE PONTIAC, MI 48342	N/A	PC	ASSITANCE TO INDIGENT FAMILIES	500.
LUTHERAN CURCH OF THE REDEEMER 1800 WEST MAPLE BIRMINGHAM, MI 48009	N/A	PC	RELIGIOUS, CHURCH GIFT FUND	24,000.
MARCH OF DIMES 1275 MAMARONECK AVE WHITE PLAINS, NY 10605	N/A	PC	SUPPORT AND RESEARCH FOR THE HEALTH OF BABIES	100.
MICHIGAN HUMANE SOCIETY 7401 CHRYSLER DR DETROIT, MI 48211	N/A	PC	RESCUE, TREAT, AND SHELTER ANIMALS	250.
OAKWOOD FOUNDATION 15500 LUNDY PARKWAY DEARBORN, MI 48126	N/A	PC	TO SUPPORT PATIENT CARE AND ASSISTANCE IN COMMUNITY OUTREACH AND PREVENTION PROGRAMS	200,700.
OPEN DOOR RESCUE MISSION 7170 COOLEY LAKE RD WATERFORD, MI 48327	N/A	PC	ASSITANCE TO PEOPLE IN NEED IN THE DETROIT AREA	1,000.
OUR SAVIOR LUTHERAN CHURCH 1515 MAIN STREET CHELSEA, MI 48118	N/A	PC	GENERAL FUND SUPPORT	300.
PELOTONIA L-3454 COLUMBUS, OH 43260	N/A	PC	GENERAL FUND SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RAQUET UP DETROIT P.O. BOX 11404 DETROIT, MI 48211	N/A	PC	GENERAL FUND SUPPORT	500.
RONALD MCDONALD HOUSE OF DETROIT 3911 BEAUBIEN BLVD DETROIT, MI 48201	N/A	PC	GENERAL FUND SUPPORT	200.
SALVATION ARMY PONTIAC CORPS P.O. BOX 44530 DETROIT, MI 44530	N/A	PC	GENERAL FUND SUPPORT	500.
SECOND HARVEST FOOD BANK 8014 MARINE WAY IRVINE, CA 92618	N/A	PC	FIGHT AGAINST HUNGER	200.
SPECIAL OLYMPICS CENTRAL MICHIGAN UNIVERSITY MT. PLEASANT, MI 48859	N/A	PC	TO EMPOWER INDIVIDUALS WITH INTELLECTUAL DISABILITIES	250.
ST. JOSEPH MERCY ANN ARBOR 5305 E HURON RIVER DR, P.O. BOX 995 ANN ARBOR, MI 48106	N/A	PC	GENERAL FUND SUPPORT	35,000.
ST. JUDE CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	N/A	PC	GENERAL FUND SUPPORT	500.
ST. MARGARET'S EPISCOPAL CHURCH 47535 HIGHWAY 74 PALM DESERT, CA 92260	N/A	PC	GENERAL FUND SUPPORT	300.
THE REUBEN PHOENIX SCHOSTAK CONGENITAL HEART RESEARCH (UNIV. OF MI) 3003 SOUTH STATE STE 8000 ANN ARBOR, MI 48109	N/A	PC	GENERAL FUND SUPPORT	250.
TOYS FOR TOTS 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172	N/A	PC	COLLECT TOYS AS GIFTS FOR NEEDY CHILDREN	500.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN #1005	44.	44.	
TOTAL TO PART I, LINE 3	44.	44.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN #1005	90,988.	23,464.	67,524.	67,524.	
TO PART I, LINE 4	90,988.	23,464.	67,524.	67,524.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,255.	2,627.		2,628.
TO FORM 990-PF, PG 1, LN 16B	5,255.	2,627.		2,628.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	17,918.	17,918.		0.
TO FORM 990-PF, PG 1, LN 16C	17,918.	17,918.		0.

FORM 990-PF **TAXES** **STATEMENT 5**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	5,000.	0.		0.
FOREIGN TAXES - JP MORGAN 1005	887.	887.		0.
TO FORM 990-PF, PG 1, LN 18	5,887.	887.		0.

FORM 990-PF **OTHER EXPENSES** **STATEMENT 6**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE AND PERMITS	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	20.	20.		0.

FORM 990-PF **OTHER DECREASES IN NET ASSETS OR FUND BALANCES** **STATEMENT 7**

DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN TAX AND BOOK GAIN/LOSS ON INVESTMENT SALES	99,751.
TOTAL TO FORM 990-PF, PART III, LINE 5	99,751.

FORM 990-PF **CORPORATE STOCK** **STATEMENT 8**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #1005 (SEE ATTACHED)	1,217,249.	1,217,249.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,217,249.	1,217,249.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
JP MORGAN #1005 (SEE ATTACHED)		484,253.	484,253.
TOTAL TO FORM 990-PF, PART II, LINE 10C		484,253.	484,253.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
JP MORGAN #1005 (SEE ATTACHED)	COST	348,186.	348,186.
TOTAL TO FORM 990-PF, PART II, LINE 13		348,186.	348,186.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

248-386-8300

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST WITH PROOF OF CHARITABLE EXEMPT STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

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

	Price	Quantity	Value
US Large Cap Equity			
ABBVIE INC COM 00287Y-10-9 ABBV	65.44	35,000	2,290.40
ACCENTURE PLC-CL A G1151C-10-1 ACN	89.31	29,000	2,589.99
AIRGAS INC 009363-10-2 ARG	115.18	12,000	1,382.16
ALEXANDRIA REAL ESTATE EQUITIES INC 015271-10-9 ARE	88.74	12,000	1,064.88
ALTRIA GROUP INC 02209S-10-3 MO	49.27	111,000	5,468.97
AMERIPRISE FINANCIAL INC 03076C-10-6 AMP	132.25	15,000	1,983.75
ANALOG DEVICES INC 032654-10-5 ADI	55.52	53,000	2,942.56
APPLE INC. 037833-10-0 AAPL	110.38	55,000	6,070.90
ARTHUR J GALLAGHER & CO 363576-10-9 AJG	47.08	37,000	1,741.96
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	83.37	24,000	2,000.88
AVALONBAY COMMUNITIES INC 053484-10-1 AVB	163.39	12,000	1,960.68

HELPPIE FAMILY CHARITABLE FOUNDATION
 EIN. 38-3374687
 INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
BAXTER INTERNATIONAL INC 071813-10-9 BAX	73.29	33,000	2,418.57
BB & T CORP 054937-10-7 BBT	38.89	71,000	2,761.19
BECTON DICKINSON & CO 075887-10-9 BDV	139.16	25,000	3,479.00
BLACKROCK INC 09247X-10-1 BLK	357.56	15,000	5,363.40
BRINKER INTERNATIONAL INC 109641-10-0 EAT	58.69	22,000	1,291.18
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	59.03	52,000	3,069.56
CHEVRON CORP 166764-10-0 CVX	112.18	51,000	5,721.18
CINCINNATI FINANCIAL CORP 172062-10-1 CINF	51.83	24,000	1,243.92
CINEMARK HOLDINGS INC 17243V-10-2 CNK	35.58	36,000	1,280.88
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	88.65	61,000	5,407.65
CMS ENERGY CORP 125896-10-0 CMS	34.75	60,000	2,085.00
COCA-COLA CO 191216-10-0 KO	42.22	58,000	2,448.76

HELPPIE FAMILY CHARITABLE FOUNDATION
 EIN. 38-3374687
 INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
COMCAST CORPORATION SPLA + 20030N-20-0 CMCS K	57.57	20,000	1,151.30
CONOCOPHILLIPS 20825C-10-4 COP	69.06	88,000	6,077.28
CS CYCLICAL SECT REL PERF NT 2/25/15 1.09 XLEV BASKET UPSIDE- UNCAPPED 1.1 SPX DOWNSIDE 2/7/14 SPX 1797.02 BSKT IXM:212.50 IXI.504.93 IXT.351.01 22547Q-HK-5	116.35	25,000,000	29,087.35
CULLEN FROST BANKERS INC 229899-10-9 CFR	70.64	22,000	1,554.08
DOMINION RESOURCES INC VA 25746U-10-9 D	76.90	20,000	1,538.00
DTE ENERGY CO 233331-10-7 DTE	86.37	24,000	2,072.88
DUNKIN BRANDS GROUP INC 265504-10-0 DNKN	42.65	65,000	2,772.25
E I DU PONT DE NEMOURS & CO 263534-10-9 DD	73.94	38,000	2,809.72
EDISON INTERNATIONAL 281020-10-7 EIX	65.48	52,000	3,404.96
EMERSON ELECTRIC CO 291011-10-4 EMR	61.73	54,000	3,333.42
EXXON MOBIL CORP 30231G-10-2 XOM	92.45	70,000	6,471.50

HELPPIE FAMILY CHARITABLE FOUNDATION
 EIN. 38-3374687
 INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
FASTENAL CO 311900-10-4 FAST	47.56	35,000	1,664.60
FIDELITY NATIONAL INFORMATION SERVICES 31620M-10-6 FIS	62.20	43,000	2,674.60
GAP INC 364760-10-8 GPS	42.11	45,000	1,894.95
GENUINE PARTS CO 372460-10-5 GPC	106.57	21,000	2,237.97
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	41.69	62,000	2,584.78
HOME DEPOT INC 437076-10-2 HD	104.97	50,000	5,248.50
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	99.92	38,000	3,796.96
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	94.70	40,000	3,788.00
J M SMUCKER CO 832696-40-5 SJM	100.98	15,000	1,514.70
JOHNSON & JOHNSON 478160-10-4 JNJ	104.57	106,000	11,084.42
JPM TAX AWARE EQ FD - INSTL FUND 1236 4812A1-65-4 JPDE X	29.04	783,659	22,757.46
KINDER MORGAN INC 49456B-10-1 KMI	42.31	35,000	1,480.85

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

	Price	Quantity	Value
US Large Cap Equity			
KLA-TENCOR CORP 482480-10-0 KLAC	70.32	39,000	2,742.48
KRAFT FOODS GROUP INC COM 50076Q-10-6 KRFT	62.66	29,000	1,817.14
L BRANDS, INC. 501797-10-4 LB	86.55	34,000	2,942.70
LORILLARD INC 544147-10-1 LO	62.94	22,000	1,384.68
M & T BANK CORP 55261F-10-4 MTB	125.62	18,000	2,261.16
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	90.26	19,000	1,714.94
MCGRAW HILL FINANCIAL INC 580645-10-9 MHFI	88.98	18,000	1,601.64
MERCK AND CO INC 58933Y-10-5 MRK	56.79	101,000	5,735.79
METLIFE INC 59156R-10-8 MET	54.09	50,000	2,704.50
MICROSOFT CORP 594918-10-4 MSFT	46.45	71,000	3,297.95
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	36.33	89,000	3,232.93
NEXTERA ENERGY INC 65339F-10-1 NEE	106.29	27,000	2,869.83
NISOURCE INC 65473P-10-5 NI	42.42	64,000	2,714.88

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

	Price	Quantity	Value
US Large Cap Equity			
NORFOLK SOUTHERN CORP 655844-10-8 NSC	109.61	27,000	2,959.47
NORTHERN TRUST CORP 665859-10-4 NTRS	67.40	38,000	2,561.20
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	80.61	54,000	4,352.94
OMNICOM GROUP INC 681919-10-6 OMC	77.47	38,000	2,943.86
PACCAR INC 693718-10-8 PCAR	68.01	58,000	3,944.58
PFIZER INC 717081-10-3 PFE	31.15	173,000	5,388.95
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	81.45	26,000	2,117.70
PNC FINANCIAL SERVICES GROUP INC 693475-10-5 PNC	91.23	66,000	6,021.18
PPG INDUSTRIES INC 693506-10-7 PPG	231.15	8,000	1,849.20
PROCTER & GAMBLE CO 742718-10-9 PG	91.09	47,000	4,281.23
PROGRESSIVE CORP OHIO 743315-10-3 PGR	26.99	16,000	431.84
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	90.46	38,000	3,437.48
QUALCOMM INC 747525-10-3 QCOM	74.33	32,000	2,378.56

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

	Price	Quantity	Value
US Large Cap Equity			
SEMPRA ENERGY 816851-10-9 SRE	111.36	30,000	3,340.80
SIMON PROPERTY GROUP INC 828806-10-9 SPG	182.11	15,000	2,731.65
SNAP-ON INC 833034-10-1 SNA	136.74	7,000	957.18
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	205.54	805,000	165,459.70
T ROWE PRICE GROUP INC 74144T-10-8 TROW	85.86	39,000	3,348.54
TEXAS INSTRUMENTS INC 882508-10-4 TXN	53.47	46,000	2,459.39
THE HERSHEY COMPANY 427866-10-8 HSY	103.93	34,000	3,533.62
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	105.85	48,000	5,080.80
TIFFANY & CO 886547-10-8 TIF	106.86	26,000	2,778.36
TIME WARNER INC NEW 887317-30-3 TWX	85.42	59,000	5,039.78
TIME WARNER CABLE INC 88732J-20-7 TWC	152.06	7,000	1,064.42
UNION PACIFIC CORP 907818-10-8 UNP	119.13	13,000	1,548.69

HELPPIE FAMILY CHARITABLE FOUNDATION

EIN: 38-3374687

INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
UNITED PARCEL SERVICE INC CLB 911312-10-6 UPS	111.17	28,000	3,112.76
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	115.00	40,000	4,600.00
US BANCORP DEL 902973-30-4 USB	44.95	61,000	2,741.95
V F CORP 918204-10-8 VFC	74.90	19,000	1,423.10
VALIDUS HOLDINGS LTD G9319H-10-2 VR	41.56	28,000	1,163.68
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	46.78	88,000	4,116.64
WELLS FARGO & CO 949746-10-1 WFC	54.82	234,000	12,827.88
WILLIAMS SONOMA INC 969904-10-1 WSM	75.68	31,000	2,346.08
WYNDHAM WORLDWIDE CORP 98310W-10-8 WYN	85.76	28,000	2,401.28
XCEL ENERGY INC 98389B-10-0 XEL	35.92	53,000	1,903.76
XLINX CORP 983919-10-1 XLNX	43.29	25,000	1,082.25

HELPPIE FAMILY CHARITABLE FOUNDATION

EIN: 38-3374687

INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Large Cap Equity			
3M CO	164.32	19,000	3,122.08
88579Y-10-1 MMM			
Total US Large Cap Equity			\$502,941.15
US Mid Cap Equity			
ISHARES CORE S&P MID-CAP ETF	144.80	231,000	33,448.80
464287-50-7 IJH			
PRUDENTIAL JENN M/C GROW-Z	40.03	2,255,018	90,268.37
74441C-80-8 PEGZ X			
Total US Mid Cap Equity			\$123,717.17
EAFE Equity			
ISHARES MSCI EAFE INDEX FUND	60.84	1,436,000	87,366.24
464287-46-5 EFA			
MFS INTL VALUE-I	34.54	2,168,233	74,890.77
55279E-82-2 MINI X			
OAKMARK INTERNATIONAL FD-I	23.34	2,851,202	66,547.05
413838-20-2 OAKI X			
T ROWE PRICE OVERSEAS STOCK	9.42	12,982,978	122,299.65
77956H-75-7 TROS X			
Total EAFE Equity			\$351,103.71

	Price	Quantity	Value
Japanese Large Cap Equity			
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10.78	2,642,500	28,486.15
Asia ex-Japan Equity			
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPI X	15.26	2,437,836	37,201.38
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.29	2,612,376	42,555.61
Total Asia ex-Japan Equity			\$79,756.99
Global Equity			
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18.31	7,167,901	131,244.27

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

	Price	Quantity	Estimated Value
Hedge Funds			
GOLDMAN SACHS TR STRG INCM INST 38145C-64-6 GSZI X	10.28	4,246.558	43,654.62
GOTHAM ABSOLUTE RETURN FUND 360873-13-7 GARI X	13.90	3,752.917	52,165.55
HSBC FDS TOTAL RETURN I 40428X-15-6 HTRI X	10.25	4,215.776	43,211.70
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRV X	11.64	3,050.439	35,507.11
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	13.04	2,002.315	26,110.19
Total Hedge Funds			\$290,522.55

HELPPIE FAMILY CHARITABLE FOUNDATION
 EIN. 38-3374687
 INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Estimated Value
Hard Assets			
BARC BREN PALLADIUM 01/20/15 LINKED TO PLDMLNPM 10% BUFFER- 1.4X LEV 10%CAP - 14% MAX RETURN INITIAL LEVEL 1/2/14 PLDMLNPM 710 06741T-3V-7	112.03	13,000,000	14,563.90
BARC MARKET PLUS WTI 06/22/15 LNKD TO CL1 80% BARRIER- 7.20%CPN ,UNCAPPED INITIAL LEVEL-04/11/14 CL1 103.74 06741U-BY-9	53.54	14,000,000	7,495.60
JPM DAILY RETURN NOTE LNKD TO BCOMF3 MATURITY DATE 11/25/16 DD 11/21/14 48127D-PJ-1	90.23	26,000,000	23,459.80
MS PALLADIUM BREN 12/09/15 LNKD TO PLDMLNPM 116.30% LEVERAGE, 10% BUFFER 11/20/14: INITIAL STRIKE 771 61762G-CM-4	101.20	12,000,000	12,144.00
Total Hard Assets			\$57,663.30

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

Cash & Fixed Income Detail

	Price	Quantity	Value
Cash			
US DOLLAR	1.00	138,499.50	138,499.50
PROCEEDS FROM PENDING SALES	1.00	139.29	139.29
Total Cash			\$138,638.79
US Fixed Income			
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11.75	14,766.87	173,510.71
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7.59	2,155.26	16,358.40
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10.86	4,398.00	47,762.26
JPM UNCONSTRAINED DEBT FD - SELECT FUND 2130 48121A-29-0	10.03	4,914.50	49,292.48
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10.24	4,280.94	43,836.85

HELPPIE FAMILY CHARITABLE FOUNDATION
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INVESTMENT DETAIL ACCOUNT #1005

	Price	Quantity	Value
US Fixed Income			
DOUBLELINE TOTAL RET BD-I 258620-10-3	10.97	7,976.49	87,502.14
BLACKROCK HIGH YIELD BOND 091929-63-8	7.88	8,374.40	65,990.24
Total US Fixed Income			\$484,253.08