EXTENDED TO AUGUST 17, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

| Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , **and ending**

Name of foundation: DELPHI FOUNDATION, INC.

A Employer identification number 38-3442971

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 5086

Room/suite

B Telephone number (248) 813-2531

City or town, state or province, country, and ZIP or foreign postal code: TROY, MI 48098-5086

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 16,974,009.

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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 ▶ ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	172,741.	172,741.		STATEMENT 1
	4 Dividends and interest from securities	211,854.	211,854.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	241,481.			
	b Gross sales price for all assets on line 6a 2,774,967.				
	7 Capital gain net income (from Part IV, line 2)		241,481.		
	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	626,076.	626,076.		
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 STMT 3	15,650.	7,825.		7,825.
	c Other professional fees STMT 4	64,961.	64,961.		0.
	17 Interest				
	18 Taxes STMT 5	9,178.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	89,789.	72,786.		7,825.
	25 Contributions, gifts, grants paid	1,024,250.			1,024,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,114,039.	72,786.		1,032,075.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<487,963.>			
	b **Net investment income** (if negative, enter -0-)		553,290.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

423501
11-24-14 LHA **For Paperwork Reduction Act Notice, see instructions.**

G10 4

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

				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		903,860.	413,714.	413,714.
	3	Accounts receivable ▶	159,379.			
		Less· allowance for doubtful accounts ▶		37,977.	159,379.	159,379.
	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 7	10,881,191.	11,047,330.	11,047,330.
	c	Investments - corporate bonds	STMT 8	4,723,036.	4,426,767.	4,426,767.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 9	538,895.	926,819.	926,819.
	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)		17,084,959.	16,974,009.	16,974,009.
Liabilities	17	Accounts payable and accrued expenses		81,828.	26,318.	
	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)		81,828.	26,318.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted		17,003,131.	16,947,691.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances**		17,003,131.	16,947,691.	
	31	**Total liabilities and net assets/fund balances**		17,084,959.	16,974,009.	

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	17,003,131.
2	Enter amount from Part I, line 27a	2	<487,963.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	432,523.
4	Add lines 1, 2, and 3	4	16,947,691.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,947,691.

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	PUBLICLY-TRADED SECURITIES	P		
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	2,774,967.		2,533,486.	241,481.
b				
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				241,481.
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	241,481.
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	936,211.	16,382,814.	.057146
2012	925,176.	15,793,249.	.058580
2011	820,397.	15,976,806.	.051349
2010	805,187.	15,733,777.	.051176
2009	786,647.	14,276,623.	.055100

2	Total of line 1, column (d)	2	.273351
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	.054670
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,916,176.
5	Multiply line 4 by line 3	5	924,807.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,533.
7	Add lines 5 and 6	7	930,340.
8	Enter qualifying distributions from Part XII, line 4	8	1,032,075.

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	5,533.
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	5,533.
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	5,533.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 5,658.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	5,658.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	53.
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	72.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 72. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.DELPHI.COM/RESPONSIBILITY/DELPHI-FOUNDATION

14 The books are in care of ▶ DAVID SHERBIN Telephone no. ▶ (248) 813-2531

Located at ▶ 5725 DELPHI DRIVE, TROY, MI ZIP+4 ▶ 48098-5086

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

		Yes	No
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?	16		X
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.

			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
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?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		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 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)? N/A **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(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
SEE STATEMENT 10		0.	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	16,365,485.
b	Average of monthly cash balances			1b	808,298.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	17,173,783.
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	17,173,783.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	257,607.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	16,916,176.
6	**Minimum investment return.** Enter 5% of line 5			6	845,809.

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	845,809.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,533.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,533.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	840,276.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	840,276.
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	840,276.

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	1,032,075.
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	1,032,075.
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	5,533.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,026,542.

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				840,276.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			212,799.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4. ▶ $ 1,032,075.				
a Applied to 2013, but not more than line 2a			212,799.	
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				819,276.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				21,000.
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALLIANCE FOR YOUNG ARTISTS AND WRITERS 555 BROADWAY, 4TH FLOOR NEW YORK, NY 10012	NONE	PC	TEENAGERS WITH EXCEPTIONAL ARTISTIC OR LITERARY TALENT	12,500.
AMERICAN INDIA FOUNDATION 216 EAST 45TH STREET, 7TH FLOOR NEW YORK, NY 10017	NONE	PC	ANNUAL SPRING AWARDS GALA	10,000.
AMERICAN JEWISH COMMITTEE 6735 TELEGRAPH ROAD BLOOMFIELD HILLS, MI 48301	NONE	PC	PAULSON AWARD EVENT	10,000.
ART OUTREACH GALLERY 5555 YOUNGSTOWN WARREN ROAD NILES, OH 44446	NONE	PC	N.E.O.F.R.A. F.L.L. EVENTS 2012/2014 SPONSOR	2,000.
AUTOMATION ALLEY FUND 2675 BELLINGHAM DRIVE TROY, MI 48083	NONE	PC	CONTRIBUTION	17,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,024,250.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	172,741.	
4 Dividends and interest from securities			14	211,854.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	241,481.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		626,076.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 626,076.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 8/4/2015 Date | ▶ VICE-PRESIDENT OF TAX Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MICHAEL R. NICHOLAS		7-13-15		P00966144

Firm's name ▶ GEORGE JOHNSON & COMPANY

Firm's EIN ▶ 38-2029668

Firm's address ▶ 1200 BUHL BUILDING, 535 GRISWOLD
DETROIT, MI 48226-3689

Phone no (313) 965-2655

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
BELLE ISLE CONSERVANCY 300 RIVER PLACE DRIVE, SUITE 2800 DETROIT, MI 48207	NONE	PC	GRAND PRIXMIERE TABLE	5,000.
BIG BROTHERS BIG SISTERS OF AMERICA 450 EAST JOHN CARPENTER FREEWAY, SUITE 100 IRVING, TX 75062	NONE	PC	2014 BIG EVENT	10,000.
BIRMINGHAM BLOOMFIELD ART CENTER 1516 SOUTH CRANBROOK ROAD BIRMINGHAM, MI 48009	NONE	PC	SUPPORT OF B.B.A.C. LEGACY	5,000.
BRAIN INJURY ASSOCIATION OF AMERICA 1608 SPRING HILL ROAD, SUITE 110 VIENNA, VA 22182	NONE	PC	SUPPORT OF BRAIN INJURY AWARENESS DAY	5,000.
CENTER FOR AUTOMOTIVE RESEARCH 3005 BOARDWALK DRIVE ANN ARBOR, MI 48108	NONE	PC	CAR AFFILIATES PROGRAM	25,000.
CHARLES H. WRIGHT MUSEUM OF AFRICAN AMERICAN HISTORY 315 EAST WARREN DETROIT, MI 48202	NONE	PC	"SHADOW MATTER" EXHIBIT SUPPORT	5,000.
COLLEGE FOR CREATIVE STUDIES 201 EAST KIRBY STREET DETROIT, MI 48202	NONE	PC	WINTER 2015 SPONSORED RESEARCH PROJECT	40,000.
CRANBROOK INSTITUTE OF SCIENCE 39221 WOODWARD AVENUE BLOOMFIELD HILLS, MI 48304	NONE	PC	URBAN SCHOOLS INITIATIVE	20,000.
DESTINATION IMAGINATION, INC. 235 ALLEN LAKE DRIVE WHITE LAKE, MI 48386	NONE	PC	2014 GLOBAL FINALS INNOVATION EXPO	1,000.
DETROIT AREA PRE-COLLEGE ENGINEERING PROGRAM 2111 WOODWARD AVENUE, SUITE 506 DETROIT, MI 48201	NONE	PC	SPONSORSHIP FOR 2014 REAL MCCOY AWARDS	10,000.
Total from continuation sheets				972,250.

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
DETROIT ECONOMIC CLUB 211 WEST FORT STREET DETROIT, MI 48226	NONE	PC	ENDORSER LEVEL SPONSORSHIP	5,000.
DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVENUE DETROIT, MI 48202	NONE	PC	MUSEUM CORPORATE SPONSORSHIP	10,000.
DETROIT REGIONAL CHAMBER 1 WOODWARD AVENUE DETROIT, MI 48226	NONE	PC	SUPPORT OF MICHAUTO	20,000.
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201	NONE	PC	D.S.O. CIVIC YOUTH ENSEMBLES	15,000.
UNITED WAY OF GREATER NIAGARA 41 MAIN STREET LOCKPORT, NY 14094	NONE	PC	2014 UNITED WAY CAMPAIGN	5,000.
F.I.R.S.T. 200 BEDFORD STREET MANCHESTER, NH 03101	NONE	PC	DETROIT CRISTO REY ROBOTICS TEAM	96,000.
FOCUS: HOPE 1355 OAKMAN BOULEVARD DETROIT, MI 48238	NONE	PC	SUPPORT CHILDREN'S HEROES SPONSOR	10,000.
GAMMA LAMDA EDUCATION FOUNDATION 93 ELIOT STREET DETROIT, MI 48201	NONE	PC	JUDGE KEITH SCHOLARSHIP	5,000.
RIC GONZALEZ MEMORIAL FOUNDATION 29401 STEPHENSON HIGHWAY MADISON HEIGHTS, MI 48071	NONE	PC	10TH ANNUAL BOCCE BALL FUNDRAISER EVENT	5,000.
HABITAT FOR HUMANITY OF DETROIT 14325 JANE AVENUE DETROIT, MI 48205	NONE	PC	2014 FALL EXTRAVAGANZA	10,000.
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
HAVEN, INC. 30400 TELEGRAPH ROAD, SUITE 101 BINGHAM FARMS, MI 48025	NONE	PC	GRANT RENEWAL	2,500.
HOSPICE OF MICHIGAN 400 MACK AVENUE DETROIT, MI 48201	NONE	PC	SUPPORT OF 2014 HOSPICE PROGRAMS	7,500.
HUGH O'BRIAN YOUTH LEADERSHIP 31255 CEDAR VALLEY DRIVE, SUITE 327 WESTLAKE VILLAGE, CA 91362	NONE	PC	SUPPORT OF ALBERT SCHWEITZER LEADERSHIP AWARDS	20,000.
INDIANA UNIVERSITY FOUNDATION 1500 ROUTE IN-46 BLOOMINGTON, IN 47408	NONE	PC	DELPHI DISTINGUISHED LECTURER AWARD AND WOMEN IN BUSINESS	6,500.
JUVENILE DIABETES RESEARCH FOUNDATION 3347 RANDOLPH AVENUE WINDSOR, ON, CANADA	NONE	PC	J.D.R.F. ONE WALK SPONSOR	2,500.
KARMANOS CANCER INSTITUTE 4100 JOHN R DETROIT, MI 48201	NONE	PC	SPONSORSHIP FOR 32ND ANNUAL DINNER AND KOMEN DETROIT RACE FOR THE CURE	30,000.
KETTERING UNIVERSITY 1700 UNIVERSITY AVENUE FLINT, MI 48504	NONE	PC	A.I.M. SCHOLARSHIPS	15,000.
MARCH OF DIMES 26261 EVERGREEN ROAD, SUITE 290 SOUTHFIELD, MI 48076	NONE	PC	FUNDRAISER TO PREVENT BIRTH DEFECTS MARCH FOR BABIES	3,000.
MICHIGAN ASSOCIATION OF UNITED WAYS 330 MARSHALL STREET, SUITE 211 LANSING, MI 48912	NONE	PC	FOSTERING FUTURES	2,500.
MICHIGAN SCIENCE CENTER 5020 JOHN R DETROIT, MI 48202	NONE	PC	MICHIGAN SCIENCE CENTER GALA AND A DAY CELEBRATING INNOVATION	35,000.
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
MICHIGAN STATE UNIVERSITY 220 TROWBRIDGE ROAD EAST LANSING, MI 48824	NONE	PC	ENGAGEMENT IN COLLEGE OF ENGINEERING	25,000.
MICHIGAN WOMEN'S FOUNDATION 333 WEST FORT STREET, SUITE 1920 DETROIT, MI 48226	NONE	PC	SUPPORT OF WOMEN IN ACHIEVEMENT AND COURAGE AWARDS DINNER	5,000.
M.I.N.D.S. 30233 SOUTHFIELD ROAD, SUITE 209 SOUTHFIELD, MI 48076	NONE	PC	MINDS: SHINING LIGHT ON MENTAL HEALTH	10,000.
MUSCULAR DYSTROPHY ASSOCIATION 3636 NORTH 124TH STREET, SUITE 102 WAUWATOSA, WI 53222	NONE	PC	SPONSOR OF 2014 BLACK-N-BLUE BALL	10,000.
MUSIC HALL 350 MADISON DETROIT, MI 48226	NONE	PC	CORPORATE SPONSORSHIP OF CARS AND STARS	10,000.
NATIONAL ASSOCIATION OF BLACK AUTOMOTIVE SUPPLIERS P.O. BOX 441243 DETROIT, MI 48244	NONE	PC	SPONSOR ANNUAL SCHOLARSHIP FUND	15,000.
NATIONAL MERIT SCHOLARSHIP CORPORATION 1560 SHERMAN AVENUE, SUITE 200 EVANSTON, IL 60201	NONE	PC	SPONSOR 2015 SCHOLARSHIP PROGRAM	11,000.
NATIONAL PACKARD MUSEUM 1899 MAHONING AVENUE, N.W. WARREN, OH 44483	NONE	PC	GROW EDUCATIONAL INSTITUTION	10,000.
CRIME STOPPERS OF MICHIGAN 10900 HARPER DETROIT, MI 48213	NONE	PC	FRIENDS SPONSOR	5,000.
OAKLAND UNIVERSITY 2200 NORTH SQUIRREL ROAD ROCHESTER, MI 48309	NONE	PC	VETERANS SCHOLARSHIP	20,000.
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
PURDUE UNIVERSITY 6640 INTECH BOULEVARD, SUITE 120 INDIANAPOLIS, IN 46278	NONE	PC	INNOVATION DESIGN CENTER - TEAM PROJECT CENTER MINI-ROOMS	25,000.
REAL LIFE 101 SCHOLARSHIP FUND P.O. BOX 428 TROY, MI 48099	NONE	PC	SUPPORT OF 2014 SCHOLARSHIP FUND	15,000.
ROSE-HULMAN INSTITUTE OF ADVANCED TRASPORTATION SYSTEMS PROGRAM 5500 WABASH AVENUE TERRE HAUTE, IN 47803	NONE	PC	ADVANCED TRANSPORTATION SYSTEMS PROGRAM	10,000.
S.A.Y. DETROIT 150 STIMSON STREET DETROIT, MI 48201	NONE	PC	DAMON J. KEITH DOCUMENTARY PROJECT	10,000.
SAE DETROIT SECTION 28535 ORCHARD LAKE ROAD, SUITE 200 FARMINGTON HILLS, MI 48334	NONE	PC	GLOBAL LEADERSHIP COUNCIL	20,000.
SAE FOUNDATION 402 COMMONWEALTH DRIVE WARRENDALE, PA 15096	NONE	PC	SUPPORT OF A MENTOR SPONSORSHIP	60,000.
STARFISH FAMILY SERVICES 30000 HIVELEY INKSTER, MI 48141	NONE	PC	SUPPORT FOR FAMILIES AND CREATE FUTURES FOR CHILDREN	21,500.
THE BROOKSIE WAY 441 SOUTH LIVERNOIS ROAD ROCHESTER HILLS, MI 48307	NONE	PC	2014 HEALTH PLUS BROOKSIE WAY RACE	5,000.
THE GREATER WAYNE COUNTY LINKS 1200 MASSACHUSETTS AVENUE, N.W. WASHINGTON, DC 20005	NONE	PC	SUPPORT OF PINK BALL PRE-EVENT	5,000.
THE PENNSYLVANIA STATE ENGINEERING DESIGN 100 UNIVERSITY PARK STATE COLLEGE, PA 16801	NONE	PC	THE LEARNING FACTORY AND THE ADVANCED VEHICLE TEAM	25,000.
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
THE SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075	NONE	PC	THANKSGIVING BREAKFAST FEEDING EVENT	10,000.
THE SHPE FOUNDATION 1765 DUKE STREET ALEXANDRIA, VA 22314	NONE	PC	INDUSTRIAL PARTNERSHIP COUNCIL MEMBERSHIP	33,750.
THUNDERBIRD SCHOOL OF GLOBAL MANAGEMENT 1 GLOBAL PLACE GLENDALE, AZ 85306	NONE	PC	PIURA TEM LAB THREE	25,000.
TROY CHAMBER OF COMMERCE 2125 BUTTERFIELD DRIVE, SUITE 100N TROY, MI 48084	NONE	PC	P.R. CONFERENCE OCTOBER 2014 SPONSORSHIP	1,500.
TROY COMMUNITY COALITION 4420 LIVERNOIS ROAD TROY, MI 48098	NONE	PC	19TH ANNUAL CELEBRITY NIGHT DINNER	5,000.
UNITED NEGRO COLLEGE FUND 1805 7TH STREET, N.W. WASHINGTON, DC 20001	NONE	PC	WALK FOR EDUCATION	5,000.
UNITED WAY FOR SOUTHEASTERN MICHIGAN 1212 GRISWOLD DETROIT, MI 48226	NONE	PC	2014 UNITED WAY CAMPAIGN	30,000.
UNITED WAY OF HOWARD COUNTY 210 WEST WALNUT STREET KOKOMO, IN 46901	NONE	PC	2014 UNITED WAY CAMPAIGN	20,000.
UNITED WAY OF GREATER ROCHESTER 75 COLLEGE AVENUE ROCHESTER, NY 14607	NONE	PC	2014 UNITED WAY CAMPAIGN	10,000.
UNITED WAY OF TRUMBULL COUNTY 3601 YOUNGSTOWN ROAD, S.E. WARREN, OH 44484	NONE	PC	2014 UNITED WAY CAMPAIGN	15,000.
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
UNIVERSITY OF MICHIGAN 500 SOUTH STATE STREET ANN ARBOR, MI 48109	NONE	PC	FIRST FRESHMAN SCHOLARSHIPS	25,000.
VIP MENTORING 28 WEST ADAMS, SUITE 1310 DETROIT, MI 48226	NONE	PC	END ZONE SPONSOR	5,000.
WAYNE STATE UNIVERSITY 42 WEST WARREN DETROIT, MI 48202	NONE	PC	ENGINEERING SCHOLARSHIP	3,000.
YMCA OF KOKOMO 200 NORTH UNION STREET KOKOMO, IN 46901	NONE	PC	CAMPAIGN TO BUILD A NEW YMCA IN KOKOMO	25,000.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET, N.W. ATLANTA, GA 30303	NONE	PC	BREAST CANCER OAKLAND COUNTY EVENT AND CATTLE BARON'S BALL	10,000.
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
INTEREST INCOME	172,741.	172,741.	
TOTAL TO PART I, LINE 3	172,741.	172,741.	

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
DIVIDEND INCOME	211,854.	0.	211,854.	211,854.	
TO PART I, LINE 4	211,854.	0.	211,854.	211,854.	

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	15,650.	7,825.		7,825.
TO FORM 990-PF, PG 1, LN 16B	15,650.	7,825.		7,825.

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
CUSTODIAL FEES	46,104.	46,104.		0.
DELPHI AUTOMOTIVE, PLC	18,857.	18,857.		0.
TO FORM 990-PF, PG 1, LN 16C	64,961.	64,961.		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	9,178.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,178.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED NET GAINS ON INVESTMENTS	432,523.
TOTAL TO FORM 990-PF, PART III, LINE 3	432,523.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR INTERNATIONAL FUND	726,741.	726,741.
ISHARES CORE S&P 500 FUND	2,922,739.	2,922,739.
VANGUARD FTSE EMERGING MARKETS FUND	498,009.	498,009.
VANGUARD REIT FUND	656,829.	656,829.
PUBLICLY-TRADED STOCKS	6,243,012.	6,243,012.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,047,330.	11,047,330.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES CORE TOTAL U.S. AGGREGATE BOND FUND	1,659,949.	1,659,949.
ISHARES TIPS BOND FUND	560,946.	560,946.
PIMCO TOTAL RETURN BOND FUND	2,205,872.	2,205,872.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,426,767.	4,426,767.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO COMMODITY REAL RETURN STRATEGY FUND	FMV	419,455.	419,455.
DRIEHAUS ACTIVE INCOME FUND	FMV	507,364.	507,364.
TOTAL TO FORM 990-PF, PART II, LINE 13		926,819.	926,819.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LINDSEY WILLIAMS 5725 DELPHI DRIVE TROY, MI 48098	DIRECTOR/TRUSTEE 1.00	0.	0.	0.
CHRIS PREUSS 5725 DELPHI DRIVE TROY, MI 48098	PRESIDENT/TRUSTEE 1.00	0.	0.	0.
DAVID SHERBIN 5725 DELPHI DRIVE TROY, MI 48098	SECRETARY/TRUSTEE 1.00	0.	0.	0.
ALEX BIEGERT 5725 DELPHI DRIVE TROY, MI 48098	VICE-PRESIDENT/TRUSTEE 1.00	0.	0.	0.
BRAD SPIEGEL 5725 DELPHI DRIVE TROY, MI 48098	TREASURER/TRUSTEE 1.00	0.	0.	0.
CHERYL CHIUCHIARELLI 5725 DELPHI DRIVE TROY, MI 48098	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. DELPHI FOUNDATION, INC.	Employer identification number (EIN) or 38-3442971
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 5086	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TROY, MI 48098-5086	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DAVID SHERBIN
  5725 DELPHI DRIVE - TROY, MI 48098-5086
  Telephone No. ▶ (248) 813-2531 Fax No. ▶ (248) 813-3253
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2014 or

▶ ☐ tax year beginning ______________________ , and ending ______________________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 5,658.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 5,658.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.