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Return of Private Foundation

2014

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2014 or tax year beginning 10/01, 2014, and ending 09/30, 2015

Name of foundation: **MAY MITCHELL ROYAL FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 75000**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **DETROIT, MI 48275-7874**

A Employer identification number
38-2387140

B Telephone number (see instructions)
313-886-9570

C If exemption application is pending, check here

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

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

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

G Check all that apply.

| | |
|---|--|
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return |
| <input type="checkbox"/> Address change | <input type="checkbox"/> 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) **\$ 2,011,228.**

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

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 45,980. | 45,980. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 42,179. | | | |
| | b Gross sales price for all assets on line 6a | 1,418,343. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 42,179. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11. | 88,159. | 88,159. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 32,044. | 28,840. | | 3,204. |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 900. | 450. | | 450. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 1,902. | 22. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) STMT. 1 | 6,000. | | | 6,000. |
| | 24 Total operating and administrative expenses Add lines 13 through 23. | 40,846. | 29,312. | NONE | 9,654. |
| | 25 Contributions, gifts, grants paid | 98,000. | | | 98,000. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 138,846. | 29,312. | NONE | 107,654. | |
| 27 Subtract line 26 from line 12. | | | | | |
| a Excess of revenue over expenses and disbursements | -50,687. | | | | |
| b Net investment income (if negative, enter -0-) | | 58,847. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | | |
|-----------------------------|---|---|---|------------|----------|
| | | Beginning of year (a) Book Value | End of year (b) Book Value (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 42,782. | 189,823. | 189,823. |
| | 3 | Accounts receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 4 | Pledges receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less allowance for doubtful accounts | NONE | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) STMT 2 | 1,912,724. | 885,804. | 973,703. |
| | c | Investments - corporate bonds (attach schedule) STMT 6 | 102,061. | 287,242. | 280,780. |
| | 11 | Investments - land, buildings, and equipment basis | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) STMT 7 | | 641,161. | 566,922. | |
| 14 | Land, buildings, and equipment basis | | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 2,057,567. | 2,004,030. | 2,011,228. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe) | | | |
| 23 | Total liabilities (add lines 17 through 22) | | NONE | | |
| 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 | 2,057,567. | 2,004,030. | |
| | 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 (see instructions) | 2,057,567. | 2,004,030. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 2,057,567. | 2,004,030. | | |

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 | 2,057,567. |
| 2 | Enter amount from Part I, line 27a | 2 | -50,687. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 2,006,880. |
| 5 | Decreases not included in line 2 (itemize) DIFF BETWEEN RECEIPTS AND TAXABLE INCOME | 5 | 2,850. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2,004,030. |

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 | | | |
| b OTHER GAINS AND LOSSES | | | |
| 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 | 1,422,156. | | 1,376,164. | 45,992. |
| b | -3,813. | | | -3,813. |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h)) |
|----------|---------------------------|--------------------------------------|---|---|
| a | | | | 45,992. |
| b | | | | -3,813. |
| 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** 42,179.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2013 | 121,323. | 2,351,981. | 0.051583 |
| 2012 | 107,400. | 2,282,273. | 0.047058 |
| 2011 | 208,332. | 2,275,591. | 0.091551 |
| 2010 | 12,074. | 2,352,878. | 0.005132 |
| 2009 | 262,683. | 2,230,616. | 0.117763 |

2 Total of line 1, column (d) **2** 0.313087

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years **3** 0.062617

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 **4** 2,181,814.

5 Multiply line 4 by line 3 **5** 136,619.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 588.

7 Add lines 5 and 6 **7** 137,207.

8 Enter qualifying distributions from Part XII, line 4 **8** 107,654.
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) | 1 | 1,177. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 Add lines 1 and 2 | 3 | 1,177. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | NONE |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 1,177. |
| 6 Credits/Payments | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 2,664. |
| b Exempt foreign organizations - tax withheld at source | 6b | NONE |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | NONE |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 2,664. |
| 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 | 1,487. |
| 11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 1,180. Refunded <input type="checkbox"/> 307. | 11 | 307. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | 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? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i> | 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)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | X |

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE 13 X
14 The books are in care of COMERICA BANK Telephone no (877) 405-1091 Located at 101 NORTH MAIN STREET, ANN ARBOR, MI ZIP+4 48104
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 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 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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)? 1b X
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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
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 X 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) 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 8 | | 32,044. | | 6,000. |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | -0- | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 **NONE**

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

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

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

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 NONE | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount | |
|--|--------|--|
| 1 NONE | | |
| 2 | | |
| All other program-related investments See instructions | | |
| 3 NONE | | |
| Total. Add lines 1 through 3 | | |

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 | 1,414,031. |
| b | Average of monthly cash balances | 1b | 201,232. |
| c | Fair market value of all other assets (see instructions). | 1c | 599,777. |
| d | Total (add lines 1a, b, and c) | 1d | 2,215,040. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 2,215,040. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 33,226. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 2,181,814. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 109,091. |

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 | 109,091. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 1,177. |
| b | Income tax for 2014. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,177. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 107,914. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 107,914. |
| 6 | Deduction from distributable amount (see instructions). | 6 | NONE |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 107,914. |

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 | 107,654. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 107,654. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 107,654. |

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 | | | | 107,914. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | NONE | |
| b Total for prior years 20____,20____,20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009 | 104,556. | | | |
| b From 2010 | NONE | | | |
| c From 2011 | 96,132. | | | |
| d From 2012 | NONE | | | |
| e From 2013 | 6,368. | | | |
| f Total of lines 3a through e | 207,056. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 107,654. | | | | |
| a Applied to 2013, but not more than line 2a | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2014 distributable amount | | | | 107,654. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a)) | 260. | | | 260. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 206,796. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | NONE |
| 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) | NONE | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | 104,296. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 102,500. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010 | NONE | | | |
| b Excess from 2011 | 96,132. | | | |
| c Excess from 2012 | NONE | | | |
| d Excess from 2013 | 6,368. | | | |
| e Excess from 2014 | | | | |

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

NOT APPLICABLE

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

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

Table with columns: Tax year (a) 2014, Prior 3 years (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4, and various alternative tests (Assets, Endowment, Support).

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:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 | | | | |
| HAWAII LION'S FOUNDATION HONOLULU HI | NONE | EXEMPT | SUPPORT OF THEIR EYE BANK PROGRAM | 24,000. |
| LEADER DOGS FOR THE BLIND ROCHESTER HILLS MI | NONE | EXEMPT | CANINE CARE PROGRAM | 41,000. |
| HOSPICE OF E.U.P. SAULT STE. MARIE MI | NONE | EXEMPT | BEREAVEMENT MATERIALS; VOLUNTEER TRAINING | 7,500. |
| SAULT STE MARIE LIONS CLUB SAULT STE. MARIE MI | NONE | EXEMPT | VISION TESTING AND EYEGLOSS PROGRAM | 10,000. |
| SAGINAW VALLEY STATE UNIVERSITY SAGINAW MI | NONE | EXEMPT | NURSING SCHOLARSHIPS | 5,000. |
| LIONS BEAR LAKE CAMP LAPEER MI | NONE | EXEMPT | VISUALLY IMPAIRED AND DEAF CAMPERS | 10,500. |
| Total | | | | 98,000. |
| b Approved for future payment | | | | |
| Total | | | | 3b |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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). (See instructions). Includes the text 'NOT APPLICABLE'.

FORM 990PF, PART I - OTHER EXPENSES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | CHARITABLE PURPOSES ----- |
|--------------------------------|--|---------------------------------|
| TRAVEL, CONFERENCES AND MEETIN | 6,000. | 6,000. |
| TOTALS | ----- 6,000. ===== | ----- 6,000. ===== |

MAY MITCHELL ROYAL FOUNDATION

38-2387140

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---------------------------|----------------------|---------------|
| CHEVRON CORPORATION | 5,017. | 3,155. |
| CONOCOPHILLIPS | 551. | 959. |
| EXXON MOBIL CORP | 9,082. | 7,435. |
| OCCIDENTAL PETROLEUM CORP | 1,025. | 1,323. |
| PHILLIPS 66 | 2,949. | 3,074. |
| SPECTRA ENERGY CORP | 3,405. | 2,680. |
| WILLIAMS CO COS INC | 3,957. | 2,764. |
| AMERICAN INTL GROUP INC | 3,896. | 4,546. |
| BB&T | 3,007. | 2,812. |
| BERKSHIRE HATHAWAY CL B | 6,931. | 7,824. |
| BLACKROCK INC | 2,438. | 2,380. |
| CULLEN FROST | 1,739. | 1,462. |
| FIFTH THIRD BANCORP | 3,013. | 2,837. |
| FIRST REPUBLIC BANK/SF | 2,381. | 2,385. |
| HUNTINGTON BANCSHARES INC | 2,925. | 2,650. |
| LAM RESH CORP | 4,655. | 3,920. |
| MORGAN STANLEY | 1,488. | 1,512. |
| NORTHERN TRUST CORP | 1,389. | 1,363. |
| PNC FINANCIAL SVCS FRP | 1,765. | 1,873. |
| PRUDENTIAL FINANCIAL INC | 1,764. | 1,677. |
| REGIONS FINL CORP | 1,186. | 991. |
| ROLLINS INC | 4,415. | 6,046. |
| SUNTRUST BANKS INC | 1,770. | 1,644. |
| TRAVELERS COS INC | 1,713. | 1,592. |
| US BANCORP | 3,567. | 3,281. |
| VISA INC CL A | 3,284. | 8,359. |
| WELLS FARGO & CO | 6,248. | 6,676. |
| ZIONS BANCORP | 1,156. | 991. |
| ABBOTT LABS | 1,813. | 1,689. |

MAY MITCHELL ROYAL FOUNDATION

38-2387140

FORM 990PF, PART II - CORPORATE STOCK
=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ABBVIE INC | 5,418. | 4,897. |
| AMGEN INC | 4,299. | 6,916. |
| BAXALTA INC | 4,125. | 3,561. |
| BECTON DICKINSON & CO | 4,345. | 3,980. |
| BRISTOL MYERS SQUIBB CO | 3,071. | 3,552. |
| CVS/CAREMARK CORP | 4,934. | 5,789. |
| CELGENE CORP | 2,985. | 4,327. |
| GILEAD SCIENCES INC | 4,504. | 5,891. |
| HCA HLDGS INC COM | 2,803. | 3,094. |
| JOHNSON&JOHNSON | 2,602. | 11,202. |
| LILLY ELI & CO | 5,536. | 6,695. |
| MCKESSON CORP | 5,733. | 4,626. |
| MERCK & CO INC NEW | 6,185. | 6,322. |
| REGENERON PHARMACEUTICALS INC | 3,390. | 3,721. |
| THERMO FISHER SCIENTIFIC | 3,625. | 3,668. |
| UNIVERSAL HEALTH SVCS INC CL B | 2,089. | 2,496. |
| BOEING CO | 5,077. | 5,238. |
| GENERAL DYNAMICS | 4,086. | 4,139. |
| HONEYWELL INTL INC | 5,668. | 5,681. |
| LOCKHEED MARTIN CORP | 4,021. | 5,183. |
| NORTHROP GRUMMAN CORP | 3,832. | 4,979. |
| ROPER INDS INC NEW | 1,307. | 3,134. |
| WABTEC CORP | 1,604. | 2,642. |
| APPLE INC | 6,534. | 12,243. |
| CISCO SYS INC | 4,346. | 4,200. |
| FACEBOOK INC | 4,206. | 7,192. |
| FISERV INC | 1,131. | 3,464. |
| GOOGLE INC CL C | 6,070. | 6,693. |
| PALO ALTO NETWORKS INC | 1,772. | 1,892. |

MAY MITCHELL ROYAL FOUNDATION

38-2387140

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-------------------------------|----------------------|---------------|
| PAYPAL HLDGS INC | 4,042. | 3,601. |
| RED HAT INC | 2,340. | 2,372. |
| YAHOO INC | 3,985. | 2,602. |
| AVERY DENNISON CORP | 3,465. | 3,960. |
| DOW CHEMICAL CO | 3,925. | 3,392. |
| SEALED AIR CORP NEW | 3,613. | 5,157. |
| AMAZON COM INC | 3,253. | 5,119. |
| CBS CORP NEW CL B | 3,557. | 2,394. |
| COMCAST CORP CL A | 5,524. | 6,257. |
| CONSTELLATION BRANDS INC CL A | 3,149. | 4,382. |
| HAIN CELESTIAL GROUP INC | 3,908. | 3,406. |
| HOME DEPOT | 4,446. | 6,583. |
| NIKE INC CL B | 638. | 3,689. |
| STARBUCKS CORP | 4,006. | 5,684. |
| TARGET CORP | 2,289. | 2,360. |
| TIME WARNER INC | 3,716. | 4,125. |
| TWENTY-FORST CEMTU FPX OMC | 3,328. | 2,428. |
| ALTRIA GROUP INC | 3,114. | 3,264. |
| BROWN FORMAN CORP CL B | 4,718. | 4,942. |
| CAMPBELL SOUP CO | 1,746. | 1,875. |
| CLOROX CO | 2,024. | 2,311. |
| COLGATE PALMOLIVE CO | 4,549. | 4,442. |
| CONAGRA FOODS INC | 2,400. | 2,390. |
| DISNEY WALT CO | 4,979. | 7,154. |
| DR PEPPER SNAPPLE GROUP | 2,367. | 2,372. |
| HORMEL FOODS CORP | 2,291. | 2,532. |
| INTERNATIONAL FLAVORS | 3,424. | 4,130. |
| KRAFT HEINZ CO | 2,106. | 2,823. |
| KROGER CO | 2,758. | 2,886. |

MAY MITCHELL ROYAL FOUNDATION

38-2387140

FORM 990PF, PART II - CORPORATE STOCK
=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|------------------------------|----------------------|---------------|
| MOLSON COORS BREWING CO CL B | 1,501. | 2,325. |
| MONDELEZ INTL INC | 5,705. | 6,281. |
| MONSTER BEVERAGE CORP | 1,316. | 2,703. |
| NEWELL RUBBERMAID INC | 6,056. | 7,148. |
| PEPSICO | 6,248. | 6,978. |
| TYSON FOODS INC CL A | 2,892. | 3,017. |
| DOMINION RESOURCES INC | 3,380. | 3,449. |
| LIONSGATE ENTERTAINMENT CORP | 3,997. | 4,784. |
| MEDTRONIC PLC | 6,931. | 6,025. |
| PERRIGO CO PLC | 3,226. | 2,674. |
| MYLAN NV | 2,923. | 1,731. |
| AMG FDS SOUHERNSUN SM CP | 40,224. | 40,718. |
| HARBOR INTL FD | 202,969. | 211,464. |
| MFS INTL NEW DISCOVERY I | 117,759. | 144,016. |
| OPPENHEIMER DEVELOPTIN MKTS | 144,653. | 132,112. |
| PRINCIPAL MIDCAP BL | 36,537. | 52,329. |
| TOTALS | 885,804. | 973,703. |

MAY MITCHELL ROYAL FOUNDATION

38-2387140

FORM 990PF, PART II - CORPORATE BONDS
=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| PERKINS JANUS FLEXIBLE BOND FD | 118,617. | 118,101. |
| MAINSTAY HI YLD CORP BD FD | 16,211. | 15,491. |
| OPPENHEIMER INL BOND FD | 49,905. | 45,360. |
| VNGD S/T ING FR ADM | 102,509. | 101,828. |
| TOTALS | 287,242. | 280,780. |

MAY MITCHELL ROYAL FOUNDATION

38-2387140

FORM 990PF, PART II - OTHER INVESTMENTS
=====

| DESCRIPTION | COST/ FMV C OR F | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|------------------------|----------------------|---------------|
| ALPS ETF TR ALERIAN MLP | C | 84,817. | 61,901. |
| INDEXIQ ETF HEDGE | C | 78,971. | 76,032. |
| ISHARES FTSE EPRA/NAREIT GLOBA | C | 79,983. | 73,666. |
| MKT VECTORS AGRIBUSINESS | C | 77,995. | 66,926. |
| POWERSHARES GLOBAL WATER PT | C | 36,662. | 29,372. |
| PROSHARES SHT S&P500 | C | 82,827. | 86,709. |
| SPDR GOLD TR | C | 81,285. | 76,939. |
| SPDR ENERGY | C | 94,273. | 72,461. |
| WISDOMTREE MGD FUTURES | C | 24,348. | 22,916. |
| TOTALS | | 641,161. | 566,922. |

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

OFFICER NAME:
 COMERICA BANK
 ADDRESS:
 P.O. BOX 75000 M/C 7874
 DETROIT, MI 48275-7874
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
 COMPENSATION 32,044.

OFFICER NAME:
 SUSAN J. HARTLEY
 ADDRESS:
 45 W 74TH ST
 NEW YORK, NY 10023
 TITLE:
 CHAIRMAN - GRANT COMMITTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 ROSS KENNERLY
 ADDRESS:
 2659 W CHICAGO AVE., APT 2R
 CHICAGO, IL 60622
 TITLE:
 MEMBER - GRANT COMMITTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
 EXPENSE ACCOUNT AND OTHER ALLOWANCES..... 1,500.

OFFICER NAME:
 MICHAEL KENNERLY
 ADDRESS:
 23100 S. STEELE RD
 PICKFORD, MI 49974
 TITLE:
 MEMBER - GRANT COMMITTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
 EXPENSE ACCOUNT AND OTHER ALLOWANCES..... 1,500.

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

OFFICER NAME:

BREANNA LANDREVILLE

ADDRESS:

21622 S. M-129
PICKFORD, MI 49774

TITLE:

MEMBER - GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

EXPENSE ACCOUNT AND OTHER ALLOWANCES..... 1,500.

OFFICER NAME:

JIM LUCIUS

ADDRESS:

5225 HIGHLAND DRIVE
TRAVERSE CITY, MI 49695

TITLE:

MEMBER - GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

EXPENSE ACCOUNT AND OTHER ALLOWANCES..... 1,500.

TOTAL COMPENSATION: 32,044.
=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES: 6,000.
=====

MAY MITCHELL ROYAL FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d

38-2387140

=====

RECIPIENT NAME:

SUSAN HARTLEY

ADDRESS:

45 W 74TH ST
NEW YORK, NY 10023

RECIPIENT'S PHONE NUMBER: 9176122756

FORM, INFORMATION AND MATERIALS:

LETTER OF REQUEST WITH IRS DETERMINATION LETTER,
LIST OF OFFICERS AND FINANCIAL INFORMATION.

SUBMISSION DEADLINES:

MAY 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GEOGRAPHICAL AREA - FLORIDA, MICHIGAN AND/OR HAWAII.

STATEMENT 10