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EXTENDED TO AUGUST 15, 2016
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

A Employer identification number

FCA FOUNDATION

38-6087371

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

Room/suite

1000 CHRYSLER DRIVE, CIMS 485-13-35

B Telephone number

(248) 512-2500

City or town, state or province, country, and ZIP or foreign postal code

AUBURN HILLS, MI 48326-2766

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

J Accounting method:

☐ Cash

☒ Accrual

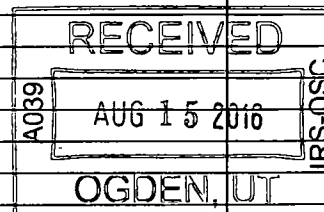
☐ Other (specify)

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

☐

\$ 1,327,169. (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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		4,381,793.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,893.	3,893.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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		4,385,686.	3,893.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		3,895.	0.		3,895.
b Accounting fees STMT 3		9,493.	0.		9,493.
c Other professional fees STMT 4		13,439.	1,039.		12,400.
17 Interest					
18 Taxes STMT 5		8.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		803.	0.		803.
23 Other expenses STMT 6		10.	0.		10.
24 Total operating and administrative expenses. Add lines 13 through 23		27,648.	1,039.		26,601.
25 Contributions, gifts, grants paid		4,111,356.			4,983,240.
26 Total expenses and disbursements. Add lines 24 and 25		4,139,004.	1,039.		5,009,841.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		246,682.			
b Net investment income (if negative, enter -0-)			2,854.		
c Adjusted net income (if negative, enter -0-)				N/A	



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NE

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	1,952,542.	1,327,169.	1,327,169.		
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	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					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	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)	1,952,542.	1,327,169.	1,327,169.		
	17 Accounts payable and accrued expenses	171.				
	18 Grants payable	1,074,750.	202,866.			
Net Assets or Fund Balances	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)	1,074,921.	202,866.			
	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted	877,621.	1,124,303.			
	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	877,621.	1,124,303.			
	31 Total liabilities and net assets/fund balances	1,952,542.	1,327,169.			

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	877,621.
2 Enter amount from Part I, line 27a	2	246,682.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,124,303.
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	1,124,303.

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			
b NONE			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			
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	
	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))
2014	3,913,120.	2,157,349.	1.813856
2013	2,473,632.	4,238,787.	.583571
2012	1,173,868.	1,308,452.	.897143
2011	1,168,108.	1,959,721.	.596058
2010	960,291.	3,114,927.	.308287

2 Total of line 1, column (d)	2	4.198915
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	.839783
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	3,167,131.
5 Multiply line 4 by line 3	5	2,659,703.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29.
7 Add lines 5 and 6	7	2,659,732.
8 Enter qualifying distributions from Part XII, line 4	8	5,009,841.

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)		1	29.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	29.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	29.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	53.	
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	53.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 7	X	

N/A

Part V-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>AMBER CRADDOCK</u> Telephone no. ► <u>(248) 512-3268</u> Located at ► <u>1000 CHRYSLER DRIVE, AUBURN HILLS, MI</u> ZIP+4 ► <u>48326</u>		
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 ► <u>15</u> <u>N/A</u>		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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 2015 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 2015.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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 8		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 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	0.
b	Average of monthly cash balances	1b	3,215,361.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,215,361.
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	3,215,361.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,230.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,167,131.
6	Minimum investment return. Enter 5% of line 5	6	158,357.

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	158,357.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	29.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	29.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	158,328.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	158,328.
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	158,328.

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	5,009,841.
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	5,009,841.
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	29.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,009,812.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				158,328.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	777,467.			
b From 2011	1,067,512.			
c From 2012	1,107,734.			
d From 2013	2,261,777.			
e From 2014	3,805,269.			
f Total of lines 3a through e	9,019,759.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	5,009,841.			
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				158,328.
e Remaining amount distributed out of corpus	4,851,513.			
5 Excess distributions carryover applied to 2015 (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:	13,871,272.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	777,467.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	13,093,805.			
10 Analysis of line 9:				
a Excess from 2011	1,067,512.			
b Excess from 2012	1,107,734.			
c Excess from 2013	2,261,777.			
d Excess from 2014	3,805,269.			
e Excess from 2015	4,851,513.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2015)

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				
SEE ATTACHMENT A	SEE ATTACHMENT A	SEE ATTACHMENT A	SEE ATTACHMENT A	4,983,240.
Total				▶ 3a 4,983,240.
b Approved for future payment				
SEE ATTACHMENT B	SEE ATTACHMENT B	SEE ATTACHMENT B	SEE ATTACHMENT B	202,866.
Total				▶ 3b 202,866.

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. | | |

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	Signature of officer or trustee <i>Lesley D. Pearce</i>		Date <i>8/11/16</i>			Title CHIEF EXECUTIVE OFFICER	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature <i>Michael R. Nicholas</i>		Date <i>8-11-16</i>	Check ☐ if self-employed	PTIN 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	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2015

Name of the organization

FCA FOUNDATION

Employer identification number

38-6087371

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization FCA FOUNDATION	Employer identification number 38-6087371
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FCA US LLC 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	\$ 4,375,793.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	ROBERT H. ABEL ESTATE (C/O SCHAFFNER LAW OFFICES) 132 FAIR AVENUE, N.W. NEW PHILADELPHIA, OH 44663-2646	\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

38-6087371

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

FCA FOUNDATION**38-6087371**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

FCA FOUNDATION 38-6087371
Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
CANADIAN TRANSPORTATION MUSEUM & HERITAGE VILLAGE 6155 ARNER TOWNLINE KINGSVILLE, ON, CANADA, N9Y 2E5		10,000.	11/12/15	10,000.	07/19/16
Purpose of Grant TO SUSTAIN AND EXPAND MUSEUM OPERATIONS, INCLUDING THE EDUCATION PROGRAM AND EXHIBITIONS, TO INCREASE ADVERTISING AND EXPOSURE, AND TO INCREASE THE POSITIVE FEEDBACK OF TEACHERS, STUDENTS, AND VISITORS ATTENDING THE MUSEUM'S EDUCATIONAL PROGRAMS					
Date of Reports by Grantee		Diversions by Grantee			
4/29/2016		NO			
Results of Verification ALL PROCEEDS USED IN LINE WITH GRANT PURPOSE					

Recipient's Name and Address	NO. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
DAILY BREAD FOOD BANK 191 NEW TORONTO STREET TORONTO, ON, CANADA, M8V 2E7		500.	10/27/15	500.	08/04/16
Purpose of Grant GENERAL SUPPORT AND PURCHASE OF FOOD FOR FOOD BANK					
Date of Reports by Grantee		Diversions by Grantee			
8/4/2016		NO			
Results of Verification ALL PROCEEDS USED IN LINE WITH GRANT PURPOSE					

FCA FOUNDATION 38-6087371
Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO.	Grant Amount	Date of Grant	Amount Expended	Verification Date
DAILY BREAD FOOD BANK 191 NEW TORONTO STREET TORONTO, ON, CANADA, M8V 2E7	3	500.	12/17/15	500.	08/04/16
Purpose of Grant GENERAL SUPPORT UNDER THE FCA FOUNDATION'S MOTOR CITIZENS GRANT PROGRAM					
Date of Reports by Grantee		Diversions by Grantee			
8/4/2016		NO			
Results of Verification ALL PROCEEDS USED IN LINE WITH GRANT PURPOSE					

Recipient's Name and Address	NO.	Grant Amount	Date of Grant	Amount Expended	Verification Date
UNITED CHURCH OF CANADA DOWNTOWN MISSION WINDSOR INC. 664 VICTORIA AVENUE WINDSOR, ON, CANADA, N9A 4N2	4	2,500.	01/26/15	2,500.	08/03/16
Purpose of Grant IMMEDIATE RELIEF OF HUNGER AND STOCKING OF SHELVES OF REQUIRED FOOD ITEMS AT FOOD BANK					
Date of Reports by Grantee		Diversions by Grantee			
8/03/2016		NO			
Results of Verification ALL PROCEEDS USED IN LINE WITH GRANT PURPOSE					

FCA FOUNDATION 38-6087371
Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO.	Grant Amount	Date of Grant	Amount Expended	Verification Date
UNITED WAY CENTRAIDE WINDSOR ESSEX COUNTY 300 GILES BOULEVARD EAST, UNIT A1 WINDSOR, ON, CANADA, N9A 4C4	5	37,000.	10/27/15	37,000.	07/21/16
Purpose of Grant SUPPORT 2015 UNITED WAY TRUCK PULL EVENT					
Date of Reports by Grantee		Diversions by Grantee			
5/10/2015		NO			
Results of Verification ALL PROCEEDS USED IN LINE WITH GRANT PURPOSE					

Recipient's Name and Address	NO.	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE SALVATION ARMY - WINDSOR COMMUNITY CENTER 355 CHURCH STREET WINDSOR, ON, CANADA, N9A 7G9	6	2,500.	03/27/15	2,500.	08/05/16
Purpose of Grant TO PURCHASE THE FOOD AND INGREDIENTS NECESSARY FOR FOOD BANK COOKING CLASS					
Date of Reports by Grantee		Diversions by Grantee			
8/05/2016		NO			
Results of Verification ALL PROCEEDS USED IN LINE WITH GRANT PURPOSE					

FCA FOUNDATION 38-6087371
Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO.	Grant Amount	Date of Grant	Amount Expended	Verification Date
WOUNDED WARRIORS OF CANADA 310 BYRON STREET SOUTH, SUITE 4 WHITBY, ON, CANADA, L1N 4P8	7	10,000.	11/05/15	10,000.	08/08/16
Purpose of Grant SUPPORT OF 2015 CAN PRAXIS EQUINE THERAPY PROGRAM					
Date of Reports by Grantee		Diversions by Grantee			
8/08/2016		NO			
Results of Verification ALL PROCEEDS USED IN LINE WITH GRANT PURPOSE					

Recipient's Name and Address	Grant Amount	Date of Grant	Amount Expended	Verification Date
Purpose of Grant				
Date of Reports by Grantee		Diversions by Grantee		
Results of Verification				

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	3,893.	3,893.	
TOTAL TO PART I, LINE 3	3,893.	3,893.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,895.	0.		3,895.
TO FM 990-PF, PG 1, LN 16A	3,895.	0.		3,895.

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	9,493.	0.		9,493.
TO FORM 990-PF, PG 1, LN 16B	9,493.	0.		9,493.

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
TRUSTEE FEES	1,039.	1,039.		0.
SCHOLARSHIP ADMINISTRATION	12,400.	0.		12,400.
TO FORM 990-PF, PG 1, LN 16C	13,439.	1,039.		12,400.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	8.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	8.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	-6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS EXPENSES	10.	0.		10.	
TO FORM 990-PF, PG 1, LN 23	10.	0.		10.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
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NAME OF CONTRIBUTOR	ADDRESS
FCA US LLC	1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH TRAPASSO 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	PRESIDENT 1.50	0.	0.	0.
LESLEY D. SLAVITT 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	CHIEF EXECUTIVE OFFICER 30.00	0.	0.	0.
LINDA BECKER 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	VICE-PRESIDENT 20.00	0.	0.	0.
NANCY BELL 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	SECRETARY 0.20	0.	0.	0.
ROBERT L. WATSON 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	TREASURER 0.20	0.	0.	0.
MYUNG WANG 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	ASSISTANT VICE-PRESIDENT 15.00	0.	0.	0.
KEVIN JONES 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	ASSISTANT SECRETARY 0.20	0.	0.	0.
CRAIG STROUP 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	ASSISTANT TREASURER 0.20	0.	0.	0.
SCOTT R. GARBERDING 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	TRUSTEE 0.20	0.	0.	0.
GUALBERTO RANIERI 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	TRUSTEE 0.20	0.	0.	0.
MICHAEL J. KEEGAN 1000 CHRYSLER DRIVE AUBURN HILLS, MI 48326-2766	TRUSTEE 0.20	0.	0.	0.

FCA FOUNDATION

38-6087371

BARBARA PILARSKI
1000 CHRYSLER DRIVE
AUBURN HILLS, MI 48326-2766

TRUSTEE
0.20

0. 0. 0.

SCOTT KUNSELMAN
1000 CHRYSLER DRIVE
AUBURN HILLS, MI 48326-2766

TRUSTEE
0.20

0. 0. 0.

DAPHNE HARRIS
1000 CHRYSLER DRIVE
AUBURN HILLS, MI 48326-2766

ASST. VICE-PRESIDENT AND SECRETARY
0.20

0. 0. 0.

TIMOTHY BUROFF
1000 CHRYSLER DRIVE
AUBURN HILLS, MI 48326-2766

CONTROLLER
0.20

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LESLEY D. SLAVITT
1000 CHRYSLER DRIVE
AUBURN HILLS, MI 48326-2766

TELEPHONE NUMBER

(248) 512-2500

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS ARE SUBMITTED ELECTRONICALLY BY INVITATION. MATERIALS REQUESTED INCLUDE ORGANIZATIONAL INFORMATION, AS WELL AS GRANT DETAILS AND GOALS.

ANY SUBMISSION DEADLINES

CONTINUOUS

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FCA FOUNDATION SUPPORTS CHARITABLE ORGANIZATIONS IN GOOD STANDING, WITH CERTAIN EXCEPTIONS.

38-6087371

FCA FOUNDATION

ATTACHMENT A - GRANTS PAID DURING THE YEAR
(Form 990-PF, Part XV, Item 3a)

For the Year Ended December 31, 2015

Name	Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
100 Black Men of Greater Detroit	1 Ford Place, Detroit, MI 48202-3450	None	PC	General Operating Support	2,500
A Million Stars, Inc	110 North Jefferson, St. Louis, MO 63103	None	PC	General Operating Support	3,500
A2Geeks	3765 Plaza Drive, Ann Arbor, MI 48103	None	PC	STEM Program	5,000
Advantage Housing	101 West Sycamore Street, Suite 1A, Kokomo, IN 46901	None	PC	General Operating Support	2,500
Almont High School	4701 Howland Road, Almont, MI 48003	None	GOV	STEM Program	800
American Cancer Society - Indianapolis	5635 West 96th Street, Suite 100, Indianapolis, IN 46278	None	PC	Motor Citizens Grant	500
American Foundation for Suicide Prevention - North Texas Chapter	6800 West Gater Boulevard, Suite 132, #557, Austin, TX 78745	None	PC	Suicide Prevention Walk	5,000
American Indian Science & Engineering Society	2305 Renard, S.E., Suite 200, Albuquerque, NM 87106	None	PC	Scholarship Program	20,000
American Sewing Guild - Ft. Myers/S.W. Florida Chapter	P.O. Box 62083, Ft. Myers, FL 33906-2083	None	PC	General Operating Support	1,000
Ann Arbor Skyline High School PTO	2552 North Maple Road, Ann Arbor, MI 48103	None	PC	STEM Program	5,800
Arab American and Chaldean Council	28551 Southfield Road, Suite 204, Lathrup Village, MI 48076	None	PC	Motor Citizens Grant	500
Armada Area Schools	74500 Burk Street, Armada, MI 48005	None	GOV	STEM Program	5,800
Arts & Scraps	17820 East Warren, Detroit, MI 48224	None	PC	Motor Citizens Grant	500
Baldwin Center	P.O. Box 420700, 212 Baldwin Avenue, Pontiac, MI 48342-0700	None	PC	Motor Citizens Grant	1,000
Baltimore Child First Authority, Inc	3904 Hickory Avenue, Suite 200, Baltimore, MD 21211	None	PC	General Operating Support	5,000
Baltimore Urban Leadership Foundation, Inc	219 North Chester Street, Baltimore, MD 21231	None	PC	General Operating Support	5,000
BDPA Education and Technology Foundation	4426 Lehigh Road, Suite 277, College Park, MD 20740	None	PC	Scholarship Program	16,000
Beach Middle School	455 A.D. Mayer Drive, Chelsea, MI 48130	None	GOV	STEM Program	1,000
Belvidere Boone County Food Pantry	200 South Fifth Street, P.O. Box 35, Capron, IL 61012	None	PC	Hunger Program	5,000
Belvidere School District 100 Charitable Foundation	1201 Fifth Avenue, Belvidere, IL 61008	None	PC	General Operating Support	3,100
Berkley Education Foundation	14700 West Lincoln Boulevard, Oak Park, MI 48237	None	PC	STEM Program	5,000
Big Brothers Big Sisters of Rockland County, Inc	65 North Main Street, New City, NY 10956	None	PC	General Operating Support	7,500
Big Brothers Big Sisters of Washtenaw County	2890 Carpenter Road, Suite 600, Ann Arbor, MI 48108	None	PC	General Operating Support	4,000
Birmingham Public Schools	2436 West Lincoln Road, Birmingham, MI 48009	None	GOV	STEM Program	800
Bishop Foley Catholic High School	32000 Campbell Road, Madison Heights, MI 48071	None	PC	STEM Program	5,000
Bloomfield Hills High School	3456 Lahser Road, Bloomfield Hills, MI 48302	None	GOV	STEM Program	5,800
Bloomfield Hills Middle School	4200 West Quanton Road, Bloomfield Hills, MI 48302	None	GOV	STEM Program	750
Boys & Girls Club of Central Florida	101 East Colonial Drive, Orlando, FL 32801	None	PC	Youth Development	10,000
Boys & Girls Club of Fontana	P.O. Box 3712, Fontana, CA 92334	None	PC	Youth Development	3,750
Boys & Girls Club of Fontana	P.O. Box 3712, Fontana, CA 92334	None	PC	Youth Development	3,750
Boys & Girls Club of Tipton County	341 West Jefferson Street, Tipton, IN 46072	None	PC	Youth Development	3,750
Boys & Girls Clubs of Southeastern Michigan	2250 North Detroit Avenue, Toledo, OH 43606	None	PC	General Operating Support	5,000
Boys and Girls Club of Collier County	26777 Halstead Road, Suite 100, Farmington Hills, MI 48331-3560	None	PC	General Operating Support	4,500
Boys Hope Girls Hope of Michigan	7500 Davis Boulevard, Naples, FL 34104	None	PC	Youth Development	25,440
Boys2Men Home and Sanctuary for Youth	P.O. Box 21085, Detroit, MI 48221	None	PC	Youth Development	2,000
Brimdon High School	100 Flatshoals Avenue, S.E., Atlanta, GA 30260	None	PC	General Operating Support	500,000
Camp Cavell Conservancy	1025 South Ortonville Road, Ortonville, MI 48462	None	PC	General Operating Support	3,500
Canadian Transportation Museum & Heritage Village	1287 Poplar Street, Wyandotte, MI 48192-4409	None	GOV	STEM Program	5,800
CANstruction, Inc	6155 Arter Townline, Kingsville, ON N9Y 2E5, Canada	None	PC	Motor Citizens Grant	500
Care of Southeastern Michigan	1168 Howell Mill Road, N.W., Suite F, Atlanta, GA 30318	None	PF	General Operating Support	10,000
Carnegie Mellon University	31900 Utica Road, Fraser, MI 48026	None	PC	Hunger Program	87,550
CASA Program of Howard County	5000 Forbes Avenue, SMC 1012, Pittsburgh, PA 15213	None	PC	Youth Development	3,750
Cass Community Social Services	104 North Buckeye, Room 100, Kokomo, IN 46901	None	PC	Education	7,000
Catholic Charities of Jackson, Lenawee, and Hillsdale Counties	11850 Woodrow Wilson Street, Detroit, MI 48206	None	PC	Motor Citizens Grant	1,000
Center Line Public Schools	1522 Joy Avenue, Jackson, MI 49203-1933	None	PC	Motor Citizens Grant	500
Cerritos College Foundation	26400 Arsenal, Center Line, MI 48015	None	GOV	STEM Program	7,500
Chelsea High School	11110 Alondra Boulevard, Norwalk, CA 90650-6298	None	PC	Education	3,000
Children's Center of Wayne County, Inc	740 North Freer Road, Chelsea, MI 48118	None	GOV	STEM Program	800
Children's Leukemia Foundation of Michigan	79 Alexandrine West, Detroit, MI 48201	None	PC	General Operating Support	5,000
Clarkston Science, Mathematics & Technology Academy	5455 Corporate Drive, Suite 306, Troy, MI 48068	None	PC	Motor Citizens Grant	500
	6093 Flenings Lake Road, Clarkston, MI 48346	None	GOV	STEM Program	5,800

38-6087371

FCA FOUNDATION

ATTACHMENT A - GRANTS PAID DURING THE YEAR
(Form 990-PF, Part XV, Item 3a)

For the Year Ended December 31, 2015

Name	Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Coalition For The Homeless of Central Florida, Inc	639 West Central Boulevard, Orlando, FL 32801	None	PC	Homelessness	5,000
College for Creative Studies	201 East Kirby, Detroit, MI 48202-4034	None	PC	Education	10,000
Collegiate Directions	4827 Rugby Avenue, Suite 001, Bethesda, MD 20814	None	PC	Education	50,000
Community College of Allegheny County Education Foundation	1000 McKee Road, Oakdale, PA 15071	None	GOV	Education	3,000
Community Foundation of Howard County	215 West Sycamore, Kokomo, IN 46901	None	PC	Youth Development	5,000
Coordinated Assistance Ministries	210 North Market Street, Kokomo, IN 46901-4864	None	PC	Hunger Program	1,500
Covenant House California	1325 North Western Avenue, Los Angeles, CA 90027	None	PC	Homelessness	10,000
Creative Montessori	2901 Manning, Trenton, MI 48183	None	PC	Education	6,250
Crm Fitness Foundation	452 South Saginaw Street, Suite 1, Flint, MI 48502	None	PC	Motor Citizens Grant	500
Crossroads of Michigan, Inc	2424 West Grand Boulevard, Detroit, MI 48208-1211	None	PC	General Operating Support	5,000
Daily Bread Food Bank	191 New Toronto Street, Toronto, ON M8V 2E7, Canada	None	PF	General Operating Support	500
Daily Bread Food Bank	191 New Toronto Street, Toronto, ON M8V 2E7, Canada	None	PF	Motor Citizens Grant	500
Dallas Area Habitat for Humanity	2800 North Hampton Road, Dallas, TX 75212	None	PC	Homelessness	20,000
Denby High School	12800 Kelly, Detroit, MI 48224	None	GOV	STEM Program	4,000
Detroit Area Pre-College Engineering Program	2111 Woodward Avenue, Suite 506-1, Detroit, MI 48201	None	PC	STEM Program	25,000
Detroit Cristo Rey High School	5679 West Vernor Highway, Detroit, MI 48209	None	PC	Scholarship Program	20,000
Detroit Cristo Rey High School	5679 West Vernor Highway, Detroit, MI 48209	None	PC	General Operating Support	15,000
Detroit Horse Power	909 Virginia Park Street, Detroit, MI 48202-1925	None	PC	Motor Citizens Grant	500
Detroit Public Safety Foundation	1301 Third Street, Suite 547, Detroit, MI 48226	None	PC	General Operating Support	7,500
Detroit Rescue Mission Ministries	150 Stinson, Detroit, MI 48201	None	PC	Youth Development	5,000
Dundee High School	130 Viking Drive, Dundee, MI 48131	None	GOV	STEM Program	5,000
Dunwoody College of Technology	818 Dunwoody Boulevard, Minneapolis, MN 55403	None	PC	Education	3,000
Eastside Community Network	4401 Conner, Detroit, MI 48215	None	PC	Education	4,000
Encore Lifestyle and Enrichment Center	341 West Jefferson Street, Suite C, Tipton, IN 46072	None	PC	Hunger Program	2,500
Encore Lifestyle and Enrichment Center	341 West Jefferson Street, Suite C, Tipton, IN 46072	None	PC	General Operating Support	5,000
Ene Community College Foundation	121 Elliott Street Room 110, Buffalo, NY 14203	None	PC	Education	3,000
Faith in Action, Inc	603 South Main Street, Chelsea, MI 48118-1273	None	PC	Hunger Program	2,500
Faith in Action, Inc	603 South Main Street, Chelsea, MI 48118-1273	None	PC	Homelessness	2,000
Fallen and Wounded Soldiers' Fund	4832 Lahser Road, Bloomfield Hills, MI 48304	None	PC	General Operating Support	2,500
Family House	669 Indiana Avenue, Toledo, OH 43604	None	PC	Hunger Program	650
Family Service Association	403 East Walnut, Kokomo, IN 46901	None	PC	Motor Citizens Grant	500
Family Service Association of Howard County	618 South Main Street, Kokomo, IN 46901-5462	None	PC	Child Abuse Prevention	2,000
FIRST in Michigan	32811 Middlebelt, Suite F, Farmington Hills, MI 48334-1701	None	PC	STEM Program	252,500
First Response Team of America	1060 North Charlotte Street, Suite 102, Lancaster, PA 17603-2782	None	PC	General Operating Support	100,000
First Step Learning, Inc	620 Logan Avenue, Belvidere, IL 61008	None	PC	General Operating Support	3,100
Fisher House Foundation	111 Rockville Pike, Suite 420, Rockville, MD 20850	None	PC	General Operating Support	25,000
Fitzgerald Public Schools	23200 Ryan Road, Warren, MI 48091	None	GOV	STEM Program	21,250
Focus Hope	1355 Oakman Boulevard, Detroit, MI 48238	None	PC	Motor Citizens Grant	5,000
For the Inspiration & Recognition of Science & Technology	200 Bedford Street, Manchester, NH 03101	None	PC	STEM Program	60,000
Forgotten Harvest, Inc	21800 Greenfield Road, Detroit, MI 48237-2507	None	PC	Hunger Program	74,000
Forgotten Harvest, Inc	21800 Greenfield Road, Oak Park, MI 48237-2507	None	PC	Motor Citizens Grant	17,500
Freedom Service Dogs, Inc	2000 West Union Avenue, Englewood, CO 80110	None	PC	General Operating Support	7,500
Gateway to College National Network	529 S E Grand Avenue, Suite 300, Portland, OR 97214	None	PC	Education	3,750
Gateway to College National Network	529 S E Grand Avenue, Suite 300, Portland, OR 97214	None	PC	General Operating Support	3,750
Girls Incorporated of Greater Atlanta	1401 Peachtree Street, Suite 500, Atlanta, GA 30309	None	PC	General Operating Support	4,000
Girls on the Run St. Louis	3155 Sutter Boulevard, Suite 101, St. Louis, MO 63143	None	PC	Youth Development	4,000
Gleaners Community Food Bank	2131 Beaufait Street, Detroit, MI 48207-3410	None	PC	Motor Citizens Grant	14,000
Gleaners Community Food Bank	2131 Beaufait Street, Detroit, MI 48207-3410	None	PC	Hunger Program	15,000
Goodfellow of Kokomo, Inc	P O Box 905, Kokomo, IN 46903-0905	None	PC	Motor Citizens Grant	500
Goodrich Area Schools	8029 South Gale Road, Goodrich, MI 48438	None	GOV	STEM Program	5,800
Grace Centers of Hope	35 East Huron, Pontiac, MI 48342	None	PC	Motor Citizens Grant	8,500

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ATTACHMENT A - GRANTS PAID DURING THE YEAR
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For the Year Ended December 31, 2015

Name	Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Grand Blanc High School	12500 Holly Road, Grand Blanc, MI 48439	None	GOV	STEM Program	5,800
Grand Rapids School System	421 Fountain, N.E., Grand Rapids, MI 49503	None	GOV	STEM Program	5,000
Great Lakes Collaborative for Autism	2040 West Central Avenue, Toledo, OH 43606	None	PC	Youth Development	2,200
Great Minds in STEM	602 Monterey Pass Road, Monterey Park, CA 91754	None	PC	Scholarship Program	20,000
Guardian Angel Hospice Foundation	513 West Lincoln Road, Kokomo, IN 46902	None	PC	General Operating Support	2,000
Gwynett Technical College Foundation	5150 Sugarloaf Parkway, Lawrenceville, GA 30043	None	PC	Education	3,000
Habitat for Humanity Kokomo	P O Box 158, Kokomo, IN 46903	None	PC	Homelessness	5,000
Habitat for Humanity of Huron Valley	170 April Drive, Suite A, Ann Arbor, MI 48103	None	PC	Homelessness	3,000
Habitat for Humanity of Oakland County	150 Osmun Street, Pontiac, MI 48342	None	PC	Motor Citizens Grant	1,000
Habitat for Humanity of Oakland County	150 Osmun Street, Pontiac, MI 48342	None	PC	Homelessness	25,000
Hartland School District	11096 Matthew Lane, Hartland, MI 48353	None	GOV	STEM Program	5,800
Hockmoeck Area YMCA	300 Elmwood Street, North Attleboro, MA 02760	None	PC	Youth Development	2,500
Hope House of Milwaukee	209 West Orchard Street, P O Box 04095, Milwaukee, WI 53204	None	PC	Home Away from Home	3,500
Howard University School of Business	2600 Sixth Street, N.W., Washington, DC 20059	None	GOV	Education	10,000
Humble Design, Inc	180 North Sagnaw Street, Pontiac, MI 48342-2054	None	PC	Motor Citizens Grant	1,500
Huron Valley Council for the Arts	205 West Livingston Road, Highland, MI 48357	None	PC	Motor Citizens Grant	500
Illinois 4-H Foundation	1401 South Maryland Drive, Urbana, IL 61801	None	PC	STEM Program	5,000
Inlay City High Schools	1001 Norlin Drive, Inlay City, MI 48444	None	GOV	STEM Program	800
Jackson Friendly Home	435 West North Street, Suite 101, Jackson, MI 49202	None	PC	Motor Citizens Grant	500
Jefferson East, Inc	14628 East Jefferson Avenue, Detroit, MI 48215-2967	None	PC	General Operating Support	5,000
Jefferson Schools	2400 North Dixie Highway, Monroe, MI 48132	None	GOV	STEM Program	6,250
Jetbox Baseball Club	11966 Watkins Drive, Shelby Township, MI 48315-5764	None	PC	Motor Citizens Grant	500
Junior Achievement of Northwestern Ohio, Inc	2239 Cheyenne Boulevard, Toledo, OH 43614	None	PC	Youth Development	1,800
Junior Achievement of Oregon & S W Washington	7830 S E Foster Road, Portland, OR 97206	None	PC	Youth Development	3,500
Junior Achievement of Southeastern Michigan	577 East Larned, Detroit, MI 48226	None	PC	General Operating Support	3,000
Keepers of the Wild	13441 East Highway 66, Valentine, AZ 86437-1109	None	PC	General Operating Support	7,500
Kids in Distress Services, Inc	1114 South 7th Street, St. Clair, MI 48079	None	GOV	STEM Program	5,800
Kingman Unified School District	4182 North Bank Street, Kingman, AZ 86409	None	PC	Education	4,000
Kokomo Automotive Museum	1500 North Reed Road, Kokomo, IN 46901	None	PC	Motor Citizens Grant	2,000
Kokomo Rescue Mission	321 West Mulberry Street, Kokomo, IN 46901	None	PC	General Operating Support	10,000
Kokomo Rescue Mission	321 West Mulberry Street, Kokomo, IN 46901	None	PC	Hunger Program	2,000
Kokomo Rescue Mission	321 West Mulberry Street, Kokomo, IN 46901	None	PC	Motor Citizens Grant	1,500
Kokomo Urban Outreach	1706 South Home Avenue, Kokomo, IN 46902	None	PC	General Operating Support	5,000
Kokomo Urban Outreach	1706 South Home Avenue, Kokomo, IN 46902	None	PC	Hunger Program	1,500
Kokomo Urban Outreach	1706 South Home Avenue, Kokomo, IN 46902	None	PC	Youth Development	1,500
Kokomo-Howard County Public Library	220 North Union, Kokomo, IN 46901	None	GOV	STEM Program	5,000
Lake Orion High School	495 East Scrapps Road, Lake Orion, MI 48360	None	PC	Scholarship Program	10,000
Lawrence Technological University	21000 West Ten Mile Road, Southfield, MI 48075	None	PC	Motor Citizens Grant	500
Leader Dogs for the Blind	P O Box 5000, 1039 South Rochester Road, Rochester, MI 48307-3115	None	PC	STEM Program	750
Life Learning Community Schools	806 Airport Boulevard, Ann Arbor, MI 48108	None	GOV	STEM Program	500
Lighthouse Of Oakland County, Inc	46156 Woodward Avenue, Pontiac, MI 48342	None	GOV	Motor Citizens Grant	750
Linden Community Schools	7201 Silver Lake Road, Linden, MI 48451	None	GOV	STEM Program	5,000
Linden High School	7201 Silver Lake Road, Linden, MI 48451	None	GOV	General Operating Support	500,000
M-I RAIL	1426 Woodward Avenue, Detroit, MI 48226-2002	None	PC	Homelessness	25,000
Macomb County Habitat for Humanity	130 North Groesbeck, Mt. Clemens, MI 48043	None	PC	General Operating Support	2,500
Macomb County Rotating Emergency Shelter Team	20415 Elm, Roseville, MI 48066	None	PC	General Operating Support	2,500
Macomb Mathematics, Science, and Technology Center	27500 Cosgrove, Warren, MI 48092	None	GOV	Education	3,000
Manchester Community College	10666 Front Street, Manchester, NH 03102	None	PC	Youth Development	40,000
March of Dimes Foundation	26261 Evergreen Road, Suite 290, Southfield, MI 48076	None	PC	Education	3,000
Maricopa County Community College Foundation	2419 West 14th Street, Tempe, AZ 85281	None	PC	Education	3,000
Massachusetts Bay Community College Foundation, Inc	50 Oakland Street, Wellesley Hills, MA 02481	None	PC	Education	3,000

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Name	Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
McLaren Oakland Foundation	50 North Perry Street, Pontiac, MI 48342-2217	None	PC	Education	10,000
Mercer County Community College Foundation	1200 Old Trenton Road, Trenton, NJ 08690	None	PC	Education	3,000
Metro Detroit Habitat for Humanity	14325 Jane Street, Detroit, MI 48205	None	PC	General Operating Support	100,000
Michigan Colleges Alliance	26555 Evergreen Road, Suite 1210, Southfield, MI 48076	None	PC	Scholarship Program	15,000
Michigan Collegiate	31300 Ryan Road, Warren, MI 48092	None	GOV	Education	7,500
Michigan Council of Women in Technology Foundation	6 Parklane Boulevard, Suite 615, Dearborn, MI 48126	None	PC	Scholarship Program	30,000
Michigan Council of Women in Technology Foundation	6 Parklane Boulevard, Suite 615, Dearborn, MI 48126	None	PC	Education	15,000
Michigan Humane Society	30300 Telegraph Road, Suite 220, Bingham Farms, MI 48025	None	PC	Motor Citizens Grant	500
Michigan Minority Supplier Development Council	100 River Place, Suite 300, Detroit, MI 48207	None	PC	Scholarship Program	10,000
Michigan Scholastic Cycling Association	2400 Holland Street, Lake Orion, MI 48360-2218	None	PC	Motor Citizens Grant	1,000
Michigan Science Center	5020 John R, Detroit, MI 48202	None	PC	General Operating Support	45,000
Michigan State University	428 South Shaw Lane, East Lansing, MI 48824	None	GOV	STEM Program	7,000
Michigan Technological University	1400 Townsend Drive, Houghton, MI 49931-1295	None	GOV	STEM Program	30,000
Michigan United Conservation Clubs	P O Box 30235, Lansing, MI 48909-7735	None	PC	Motor Citizens Grant	500
Michigan United Conservation Clubs	2101 Wood Street, Lansing, MI 48912	None	PC	Youth Development	2,000
Mid-Michigan Robotics Alliance, Inc	1008 North Oak Street, Fenton, MI 48430	None	PC	STEM Program	6,550
Milwaukee Area Technical College Foundation	700 West State Street, Suite S214, Milwaukee, WI 53233	None	PC	Education	3,000
Minnesota's Military Appreciation Fund	P O Box 2070, Minneapolis, MN 55402	None	PC	General Operating Support	5,000
Miriam's Kitchen	2401 Virginia Avenue, N W, Washington, DC 20037	None	PC	Hunger Program	5,000
MLK Kitchen for the Poor	650 Vance Street, Toledo, OH 43604	None	PC	Hunger Program	2,500
Monroe County Opportunity Program	1140 South Telegraph Road, Monroe, MI 48161	None	GOV	Veterans	4,500
Moraine Valley Community College Foundation	9000 West College Parkway, Palos Hills, IL 60466	None	PC	Education	3,000
Mount Hood Community College	26000 S E Stark, Gresham, OR 97030	None	GOV	Education	3,000
Naperville Responds For Our Veterans	1111 South Washington Street, Naperville, IL 60540	None	PC	Homelessness	7,500
National Black MBA Association, Inc	1 East Wacker Drive, Suite 3500, Chicago, IL 60601	None	PC	Scholarship Program	50,000
National History Day, Inc	4511 Knox Road, Suite 205, College Park, MD 20740	None	PC	Education	50,000
National Indian Child Welfare Association	5100 S W Macadam Avenue, Suite 300, Portland, OR 97239	None	PC	Education	2,000
National Society of Hispanic MBAs	450 East John Carpenter Freeway, Suite 200, Portland, OR 97239	None	PC	Scholarship Program	25,000
New Detroit, Inc	535 Griswold, Suite 2500, Detroit, MI 48226	None	PC	Youth Development	2,500
New Horizons Rehabilitation Services	1814 Pond Run, Auburn Hills, MI 48326	None	PC	Youth Development	50,000
NHRA Motorsports Museum	1101 McKinley Avenue, Building 3A, Pomona, CA 91768	None	PC	Education	350,000
North Oakland Family YMCA	3378 East Walton Boulevard, Auburn Hills, MI 48326	None	PC	Motor Citizens Grant	500
North Oakland Family YMCA	3378 East Walton Boulevard, Auburn Hills, MI 48326	None	PC	General Operating Support	3,000
North Oakland Family YMCA	3378 East Walton Boulevard, Auburn Hills, MI 48326	None	PC	Youth Development	3,000
Northampton County Area Community College	3835 Green Pond Road, Bethlehem, PA 18020	None	GOV	Education	3,000
Northwest Mississippi Community College Foundation	4975 Highway 51 North, Senatobia, MS 38668	None	PC	Education	3,000
Northwestern High School	3431 North 400 West, Kokomo, IN 46901	None	GOV	STEM Program	5,800
None Dame Preparatory School	1300 Giddings Road, Pontiac, MI 48340-2108	None	PC	STEM Program	5,800
Oakland DiamondsBacks	485 Wallace Boulevard, Oxford, MI 48371	None	PC	Motor Citizens Grant	1,000
Oakland Schools Technical Campus Northeast	1371 North Perry, Pontiac, MI 48340	None	GOV	STEM Program	800
Oakland University	2200 North Squirrel Road, Rochester, MI 48309-4402	None	GOV	STEM Program	5,000
Oakland University	2200 North Squirrel Road, Rochester, MI 48309-4402	None	GOV	Education	2,500
Oakland University Foundation	2200 North Squirrel Road, Rochester, MI 48309-4402	None	PC	STEM Program	2,500
Oakland University Foundation	2200 North Squirrel Road, Rochester, MI 48309-4402	None	PC	Education	7,000
Oklahoma State University Foundation	1801 East 4th Street, Okmulgee, OK 74447	None	PC	Education	3,000
Older Persons Commission	650 Letica Drive, Rochester, MI 48307	None	PC	Motor Citizens Grant	500
Operation Homefront	1730 South 8th Street, Suite A, Colorado Springs, CO 80905	None	PC	Veterans	10,000
Our Lady of the Lakes Catholic School	5481 Dixie Highway, Waterford, MI 48328	None	PC	STEM Program	6,550
Oxford High School	745 North Oxford Road, Oxford, MI 48371	None	GOV	STEM Program	800
Palazzo Strozzi Foundation USA	One William Street, 3rd Floor, New York, NY 10004	None	PC	Education	25,000
Pennsylvania College of Technology	One College Avenue, Williamsport, PA 17701	None	GOV	Education	3,000

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Name	Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Play-Place for Autistic Children	41105 Technology Park Drive, Sterling Heights, MI 48314	None	PC	General Operating Support	5,000
Poverty and Social Reform Institute	8129 Packard, Warren, MI 48089	None	PC	Education	6,000
Project Access Howard County	829 North Dixon Road, Suite 100, Kokomo, IN 46901-1759	None	PC	General Operating Support	5,000
Purdue University	585 Purdue Mall, Room G052, West Lafayette, IN 47907	None	GOV	Education	7,000
Ray Graham Association	901 Warrenville Road, Lisle, IL 60532	None	PC	General Operating Support	10,000
Returning Veterans Project	833 S E Main, MB 122, Portland, OR 97214	None	PC	Veterans	2,000
Riverbend Community Association	3400 Anderson, Detroit, MI 48215	None	PC	Homelessness	3,000
Rochester Area Neighborhood House	1234 Ingleswood, P O Box 80112, Rochester, MI 48308-0112	None	PC	Motor Citizens Grant	500
Rochester Community Schools - Adambots	3200 West Tienken Road, Rochester Hills, MI 48306	None	GOV	STEM Program	5,800
Rochester Community Schools - FEDS	180 South Livernois, Rochester Hills, MI 48307	None	GOV	STEM Program	5,800
Rockford MELD	107 North 3rd Street, Rockford, IL 61107	None	PC	General Operating Support	3,150
Ronald McDonald House Charities of Northwest Ohio, Inc	3883 Monroe Street, Toledo, OH 43606	None	PC	General Operating Support	1,000
Samaritan Caregivers	2705 South Berkley Road, Suite 3C, Kokomo, IN 46902	None	PC	General Operating Support	4,000
San Jacinto Community College	3501 Luella Boulevard, La Porte, TX 77571	None	GOV	Education	3,000
Scholarship America	125 West Montclair, Pontiac, MI 48342	None	GOV	Scholarship Program	87,500
School District of City of Pontiac	P O Box 40716, Indianapolis, IN 46240-0176	None	PC	STEM Program	800
Servants at Work, Inc	3854 Crawford Road, Dryden, MI 48428-9711	None	PC	Motor Citizens Grant	1,000
Seven Ponds Nature Center	412 North Church Street, Rockford, IL 61103	None	PC	Motor Citizens Grant	500
Shelter Care Ministries	5400 Sheridan Street, Hollywood, FL 33021	None	PC	General Operating Support	5,000
Sheridan Technical Center	16101 Greenwood Avenue North, Shoreline, WA 98133	None	PC	Education	3,000
Shoreline College Foundation	444 West 3rd Street, Dayton, OH 45402	None	PC	Education	3,000
Sinclair Community College Foundation	4480 Orion Road, P O Box 80902, Rochester, MI 48308	None	PC	Motor Citizens Grant	500
Six Rivers Land Conservancy	1151 South Forest Avenue, Tempe, AZ 85287	None	PC	Education	7,000
Society of Automotive Engineers at ASU	400 Commonwealth Drive, Warrendale, PA 15096-0001	None	PC	STEM Program	75,000
Society of Automotive Engineers, Inc	203 North LaSalle Street, Suite 1675, Chicago, IL 60601	None	PC	Scholarship Program	50,000
Society of Women Engineers	P O Box 080319, Milwaukee, WI 53208	None	PC	Youth Development	1,500
Sojourner Family Peace Center, Inc	26641 Lawrence, Center Line, MI 48015	None	PC	General Operating Support	5,000
South Eastern Michigan Indians	52200 West Ten Mile Road, South Lyon, MI 48178	None	GOV	STEM Program	800
South Lyon Community Schools	P O Box 1660, Warren, MI 48090	None	PC	General Operating Support	16,750
Southeast Michigan Veterans Stand Down	6221 Brush Street, Detroit, MI 48202	None	PC	Veterans	4,500
Southwest Solutions	6221 Brush Street, Detroit, MI 48202	None	PC	General Operating Support	4,000
Southwest Solutions	Central Michigan University, Mt Pleasant, MI 48859	None	PC	Youth Development	50,000
Special Olympics Michigan, Inc	504 Balltown Road, Schenectady, NY 12304	None	PC	Youth Development	5,000
Special Olympics New York, Inc	104 Westover Court, Kokomo, IN 46902	None	PC	Youth Development	1,500
Special Olympics of Howard County	10224 North Port Washington Road, Mequon, WI 53092	None	PC	General Operating Support	500
Special Olympics Wisconsin, Inc	4232 Forest Park Avenue, Room 1027, St. Louis, MO 63108	None	PC	Youth Development	2,000
St. Louis Internship Program	730 South Lafayette, Royal Oak, MI 48067	None	PC	Youth Development	500
St. Mary's Church	2831 North 31st Avenue, Phoenix, AZ 85009-1518	None	PC	Motor Citizens Grant	10,000
St. Mary's Food Bank	83 Walton Street, Suite 310, Atlanta, GA 30303	None	PC	Hunger Program	3,000
StandUp For Kids	P O Box 7023, Sterling Heights, MI 48313	None	PC	Youth Development	5,000
Sterling Height Community Foundation	5403 Silica Drive, Sylvania, OH 43560	None	GOV	Scholarship Program	4,000
Sylvania Northview High School	29707 West 10 Mile Road, Farmington Hills, MI 48336-2707	None	PC	Motor Citizens Grant	500
Tawheed Center	100 Texas Ranger Trail, Waco, TX 76706	None	PC	Education	100,000
Texas Ranger Hall of Fame and Museum	3801 Campus Drive, Waco, TX 76705	None	GOV	Education	3,000
Texas State Technical College	1036 Sixth Avenue, Naples, FL 34102-5603	None	PC	General Operating Support	2,000
The Children's Advocacy Center of Collier County	79 Alexandrine West, Detroit, MI 48201	None	PC	Motor Citizens Grant	500
The Children's Center	79 Alexandrine West, Detroit, MI 48201	None	PC	General Operating Support	5,000
The Children's Center	1234 North Courtland Avenue, Kokomo, IN 46901	None	PC	Youth Development	5,000
The Crossing Educational Center	P O Box 230, South Walpole, MA 02071	None	PC	General Operating Support	2,500
The Fisher House of Boston	929 Pine Street, Port Huron, MI 48060	None	PC	General Operating Support	7,500

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Name	Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
The Posse Foundation, Inc	14 Wall Street, Suite 8A-60, New York, NY 10005	None	PC	General Operating Support	250,000
The Power Company Kids	530 East Pike Street, Pontiac, MI 48342	None	PC	Motor Citizens Grant	1,000
The Salvation Army - Windsor Community Center	355 Church Street, Windsor, ON N9A 7G9, Canada	None	PF	General Operating Support	2,500
The Trevor Project	8704 Santa Monica Boulevard, Suite 200, West Hollywood, CA 90069	None	PC	General Operating Support	150,000
Think Detroit Police Athletic League, Inc	111 West Willis, Detroit, MI 48201	None	PC	Youth Development	40,000
Tidewater Community College Education Foundation	121 College Place, Suite 622, Norfolk, VA 23510	None	PC	Education	3,000
Toledo Science Center	1 Discovery Way, Toledo, OH 43604	None	PC	STEM Program	3,500
Toledo Seagate Food Bank	526 High Street, P O Box 140640, Toledo, OH 43614	None	PC	Hunger Program	1,850
Toys R Us	220 Telegraph Road, Pontiac, MI 48362	None	PC	General Operating Support	5,000
U S Hispanic Youth Entrepreneur Education	601 Alluvion Street, Baltimore, MD 21230	None	PC	General Operating Support	2,500
U S Hispanic Youth Entrepreneurship & Education Foundation	601 Alluvion Street, Baltimore, MD 21230	None	PC	General Operating Support	2,500
UCS Foundation for Educational Excellence	37400 Dodge Park Road, Sterling Heights, MI 48312	None	PC	STEM Program	5,000
United Church of Canada Downtown Mission	664 Victoria Avenue, Windsor, ON N9A 4N2, Canada	None	PF	General Operating Support	2,500
United Negro College Fund	3031 West Grand Boulevard, Detroit, MI 48202	None	PC	Scholarship Program	40,000
United Way Centraide Windsor Essex County	300 Giles Boulevard East, Unit A1, Windsor, ON N9A 4C4, Canada	None	PF	General Operating Support	37,000
United Way for Southeastern Michigan	660 Woodward Avenue, Suite 300, Detroit, MI 48226-3504	None	PC	Motor Citizens Grant	500
United Way of Howard County	210 West Walnut, Kokomo, IN 46901	None	PC	Motor Citizens Grant	500
United Way of Rock River	612 North Main Street, Suite 300, Rockford, IL 61103	None	PC	Disaster Relief	25,000
University of Akron Foundation	375 East Exchange Street, Akron, OH 44325-2603	None	PC	Education	7,500
University of Alaska Foundation	3211 Providence Drive, ADT 207, Anchorage, AK 99508	None	PC	Education	3,000
University of Illinois Foundation	1206 West Green Street, Urbana, IL 61801	None	PC	Education	7,000
University of Michigan - Ann Arbor	1301 Beal Avenue, Ann Arbor, MI 48109-2122	None	PC	Education	7,000
University of Michigan - Dearborn	4901 Evergreen Road, Dearborn, MI 48128	None	PC	Education	7,000
USO World Headquarters	2111 Wilson Boulevard, Suite 1200, Arlington, VA 22201	None	PC	Veterans	250,000
Utica Community Schools	38901 Dodge Park, Sterling Heights, MI 48312	None	GOV	Education	12,500
Utica Community Schools	38901 Dodge Park, Sterling Heights, MI 48312	None	GOV	Education	2,500
Variety, the Children's Charity	600 South Adams Road, Suite 230, Birmingham, MI 48009	None	PC	General Operating Support	50,000
Veterans Drop-In Center	7625 Owl Trail, Rockford, IL 61114-6609	None	PC	Hunger Program	3,150
Veterans of Foreign Wars National Home for Children	3573 South Waverly Road, Eaton Rapids, MI 48827	None	PC	General Operating Support	4,000
Walled Lake High School	850 Ladd Road, Building D, Walled Lake, MI 48390	None	GOV	STEM Program	5,000
Warren Consolidated Schools	27500 Cosgrove, Warren, MI 48045	None	GOV	STEM Program	5,000
Warren Kettering High School	2800 Kettering Drive, Waterford, MI 48329	None	GOV	STEM Program	5,800
Wayne-Metropolitan Community Action Agency	2121 Biddle Avenue, Suite 102, Wyandotte, MI 48192	None	PC	Youth Development	8,750
Western High School	2600 South 600 West, Russiaville, IN 46979	None	GOV	STEM Program	5,800
Winning Futures	27500 Cosgrove, Warren, MI 48092	None	PC	General Operating Support	45,000
Winning Futures	27500 Cosgrove, Warren, MI 48092	None	PC	Youth Development	6,500
Women's Leadership Forum	400 Renaissance Center, Detroit, MI 48243	None	PC	General Operating Support	40,000
World Medical Relief, Incorporated	11745 Rosa Park Boulevard, Detroit, MI 48206-1270	None	PC	Motor Citizens Grant	4,500
Wounded Warrior Project, Inc	4899 Belford Road, Suite 300, Jacksonville, FL 32256-6033	None	PC	General Operating Support	10,000
Wounded Warriors of Canada	310 Byron Street South, Suite 4, Whitby, ON L1N 4P8, Canada	None	PC	Veterans	5,000
Yad Ezra, Inc	2850 West 11 Mile Road, Berkley, MI 48072-3039	None	PC	General Operating Support	500
Youth Farm	128 West 33rd Street, Suite 2, Minneapolis, MN 55408	None	PC	General Operating Support	2,500
YouthCARE	2701 University Avenue, S.E., Suite 205, Minneapolis, MN 55414	None	PC	General Operating Support	2,500
					4,983,240

38-6087371

FCA FOUNDATION

ATTACHMENT B - GRANTS APPROVED FOR FUTURE PAYMENT
(Form 990-PF, Part XV, Item 3b)

December 31, 2015

Name	Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Baldwin Center	P O Box 420700, Pontiac, MI 48342-0700	None	PC	Motor Citizens Grant	500
Bay View Community Center of Milwaukee, Inc	1320 East Oklahoma Avenue, Milwaukee, WI 53207	None	PC	General Operating Support	2,000
Big Brothers Big Sisters of Northwestern Ohio	Four SeaGate, Suite 660, Toledo, OH 43604	None	PC	Youth Development	3,000
CASA Council Helping Children of Mohave County	P O Box 6605, Kingman, AZ 86402-6605	None	PC	General Operating Support	2,500
Community House Association	380 South Bates Street, Birmingham, MI 48009	None	PC	Motor Citizens Grant	1,000
Coordinated Assistance Ministries	210 North Market Street, Kokomo, IN 46901-4864	None	PC	Motor Citizens Grant	500
Family House	669 Indiana Avenue, Toledo, OH 43604	None	PC	General Operating Support	3,000
Forgotten Harvest	21800 Greenfield, Oak Park, MI 48237	None	PC	Motor Citizens Grant	500
Gleaners Community Food Bank	2131 Beaufant, Detroit, MI 48207	None	PC	Motor Citizens Grant	2,500
Haven, Inc	P O Box 431045, Pontiac, MI 48343-1045	None	PC	Motor Citizens Grant	1,000
Hope Supply Co., Inc	10480 Shady Trail, Suite 104, Dallas, TX 75220	None	PC	Youth Development	2,500
Kokomo Urban Outreach	1706 South Home Avenue, Kokomo, IN 46902	None	PC	Motor Citizens Grant	1,500
Lighthouse of Oakland County, Inc	46156 Woodward Avenue, Pontiac, MI 48342	None	PC	Motor Citizens Grant	500
Macomb Family Services	36975 Ulica Road, Suite 100, Clinton Township, MI 48036	None	PC	Youth Development	2,500
Methodist Children's Home Society	26645 West Six Mile Road, Redford, MI 48240	None	PC	General Operating Support	3,750
Nature's Nursery for Wildlife Rehabilitation and Conservation	P O Box 2395, Whitehouse, OH 43571	None	PC	General Operating Support	1,000
Oakland County Sheriff's Department for the Disabled	P O Box 300584, Waterford, MI 48330-0584	None	PC	Motor Citizens Grant	500
Operation Homefront	45975 Nokes Boulevard, Sterling, VA 20166	None	PC	Hunger Program	2,500
Personal Best Charity, Inc	250 East Main Street, Norton, MA 02766	None	PC	Hunger Program	2,500
Ronald McDonald House Charities of Ann Arbor	1600 Washington Heights, Ann Arbor, MI 48104	None	PC	Home Away From Home	2,000
Scholarship America	One Scholarship Way, St Peter, MN 56082	None	PC	Scholarship Program	107,616
Society of Hispanic Professional Engineers	13181 Crossroad Parkway North, Suite 450, City of Industry, CA 91746	None	PC	Scholarship Program	50,000
Sterling Heights Community Foundation	P O Box 7023, Sterling Heights, MI 48313	None	PC	Scholarship Program	5,000
The Power Company Kids Club	530 East Pike Street, Pontiac, MI 48342	None	PC	Motor Citizens Grant	500
Toledo Metropolitan Area Council of Government	P O Box 9508, Toledo, OH 43697-9508	None	PC	Education	4,000
					202,866

MICHIGAN DEPARTMENT OF LICENSING & REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU	
Date Received 11/09/2015	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Deanna M. Deldin, Clark Hill PLC	EFFECTIVE DATE: November 19, 2015
500 Woodward Avenue, Suite 3500	
Detroit, MI 48226-3435	

Document will be returned to the name and address you enter above

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FCA FOUNDATION
(a Michigan Nonprofit Corporation)**

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Amended and Restated Articles:

1. The present name of the corporation is **FCA Foundation**.
2. The identification number issued by the Bureau is 876015.
3. The former names of the Corporation are: The Chrysler Foundation; DaimlerChrysler Corporation Fund; Chrysler Fund; Chrysler Corporation Fund.
4. The date of filing the original Articles of Incorporation was October 5, 1953.

The following Amended and Restated Articles of Incorporation supersede the Articles of Incorporation as amended and restated and shall be the Articles of Incorporation of the Corporation:

ARTICLE I

The name of the Corporation is FCA Foundation.

ARTICLE II

The Corporation is organized exclusively for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code") to support education, military service members, veterans and their families, diversity and multiculturalism, youth development and such other charitable purposes as determined by the

Board of Trustees from time to time, and conducting all activities incidental or necessary to accomplishing the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code.

ARTICLE III

The Corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the Act.

No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its trustees, officers, or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

ARTICLE IV

The Corporation is organized on a non-stock basis.

The Corporation is financed through contributions and investment income.

The Corporation is organized on a directorship basis.

ARTICLE V

The name of the resident agent at the registered office is CT Corporation System.

The address of the registered office is 30600 Telegraph Road, Suite 2345, Bingham Farms, Michigan 48025.

ARTICLE VI

A. The Corporation will distribute its income at a time and in a manner so that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

B. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

D. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII

Except as otherwise provided by law, a Trustee or volunteer officer of the Corporation is not liable to the Corporation for money damages for any action taken or any failure to take any action as a Trustee or volunteer officer.

The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer Trustee incurred in the good faith performance of his or her duties as a Trustee other than liability for excise taxes imposed under Chapter 42 of the Code and liability resulting from claims arising under state law for mismanagement of the Corporation's assets.

The Corporation assumes the liability for all acts or omissions of a volunteer officer, other than liability for excise taxes imposed under Chapter 42 of the Code, provided that:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) the volunteer was acting in good faith;
- (c) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

ARTICLE VIII

Upon the termination, dissolution or winding up of the Corporation, the Corporation will distribute all remaining assets of the Corporation for a purpose or to an organization or organizations described in Section 501(c)(3) of the Code.

These Amended and Restated Articles of Incorporation were duly adopted on the 19th day of November, 2015 in accordance with Section 641 of the Michigan Nonprofit Corporation Act. These Amended and Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the Board of Trustees. The necessary votes were cast in favor of these Amended and Restated Articles of Incorporation.

Dated: 12/16/2015


By: Lesley D. Slavitt
Its: Chief Executive Officer

Effective Date: November 19, 2015

AMENDED AND RESTATED BYLAWS
OF
FCA FOUNDATION

ARTICLE I
Board of Trustees

Section 1. Directorship. The Corporation is organized upon a directorship basis. The property, business and affairs of the Corporation will be managed by its Board of Trustees.

Section 2. Number and Term of Office. The Board of Trustees of this Corporation will consist of such number of Trustees, as the Board from time to time shall fix, but not less than three nor more than nine persons.

The terms of the Trustees will be staggered so that at each annual meeting, approximately one-third of the Trustees will be elected. The term of office of any Trustee generally will be for a three year period commencing January 1 following his or her election at the annual meeting and continuing until December 31 or until his or her successor has been elected and qualified, unless the Trustee is appointed to fill a vacancy, in which event it will be for the remainder of the term to which the Trustee is succeeding. Trustees will be elected or appointed by the affirmative vote of a majority of the Trustees then in office.

Section 3. Resignation, Removal and Vacancies. A Trustee may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Trustee may be removed with cause by the affirmative vote of a majority of the Trustees then in office.

If a vacancy has occurred among the members of the Board as a result of death, resignation, removal, or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Trustees, although less than a quorum of the Board of Trustees.

Section 4. General Powers as to Negotiable Paper. The Board of Trustees may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 5. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President, CEO or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

Section 6. Compensation. Trustees will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

ARTICLE II

Meetings

Section 1. Annual Meeting. The annual meeting of the Trustees of the Corporation will be held at the principal office of the Corporation on such day and at such time that the Trustees designate for the purpose of electing Trustees and officers, presenting to the Trustees a copy of the Corporation's financial report for the preceding fiscal year, and for the transaction of other business properly brought before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Trustees may be held without notice if a schedule which includes the time and place of the meeting has been approved by resolution of the Board. At least one regular meeting (which may be the annual meeting) of the Board must be held each year.

Section 3. Special Meetings. Special meetings of the Trustees may be called by the President and will be called by the President, CEO or Secretary at the direction of not less than two Trustees or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the President, CEO or Secretary and stated in the notice of meeting. Any request for a meeting by the Trustees must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Trustees will be given personally, by mail, or by electronic transmission to each Trustee not less than seven days before a regular meeting (including annual meetings) and not less than two days before a special meeting. Notice by electronic transmission will be deemed to have been given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. Notice of a regular meeting need not state the purpose or purposes of the meeting or the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

A Trustee's attendance at or participation in a meeting constitutes a waiver of notice of the meeting, unless the Trustee at the beginning of the meeting, or when the Trustee arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

Section 5. Quorum and Voting. If there are eight or more Trustees in office, then one-third of all the Trustees will constitute a quorum of the Board of Trustees at any meeting. If there are less than eight Trustees in office, then a majority of all the Trustees will constitute a quorum at any meeting. The vote of a majority of the Trustees present at a meeting at which a quorum is present will constitute the action of the Board of Trustees, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 6. Conduct at Meetings. Meetings of the Trustees will be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 7. Action by Unanimous Written Consent. Any action required or permitted to be taken at a regular or special meeting of Trustees may be taken without a meeting, without prior notice and without a vote, if all of the Trustees consent in writing, including by electronic

transmission such as electronic mail, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Trustees.

Section 8. Participation by Remote Communication. A Trustee may participate in a meeting of the Trustees by conference telephone or other means of remote communication if all individuals participating in the meeting may communicate with the other participants. Participation in a meeting under this section constitutes attendance in person at the meeting.

ARTICLE III Officers

Section 1. Election or Appointment. The Board of Trustees will elect a President, a Secretary and a Treasurer of the Corporation at each annual meeting and may elect a CEO, Vice President, Assistant Secretary and Assistant Treasurer. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity. The Trustees may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Corporation and until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Trustees, with or without cause, by the affirmative vote of a majority of the Trustees then in office, whenever in their judgment the best interest of the Corporation will be served.

An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. The President. The President will preside at meetings of the Trustees and in his or her absence, the CEO will perform the duties and exercise the powers of the President.

Section 4. CEO. The CEO will be the chief executive officer of the Corporation and have general and active management of the activities of the Corporation. The CEO will see that all orders and resolutions of the Board of Trustees are carried into effect. The CEO will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Trustees to some other person. In the absence or disability of the President, the CEO will perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Trustees or the President.

Section 5. Vice President. The Vice President will, in the absence or disability of the CEO, perform the duties and exercise the powers of the CEO and will perform any other duties prescribed by the Board of Trustees or the President.

Section 6. The Secretary. The Secretary will attend meetings of the Board of Trustees and record or cause to be recorded the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the

Board of Trustees for which notice may be required and will perform any other duties prescribed by the Trustees.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Trustees.

Section 8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Trustees.

Section 9. Corporate Property. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in any officer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

ARTICLE IV Committees

Section 1. Executive Committee. The Board of Trustees may establish an Executive Committee consisting of two or more members of the Board. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Trustees, may exercise all powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation between meetings of the Board of Trustees, except that the Executive Committee will not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or conversion;
- (c) Approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets,
- (d) Approve the dissolution of the Corporation or the revocation of a dissolution;
- (e) Amend the Bylaws of the Corporation;
- (f) Fill vacancies on the Board; or
- (g) Fix compensation of the Trustees for serving on the board or on a committee.

Section 2. Other Board Committees. The Board of Trustees may designate other Board committees consisting wholly of Trustees as committee members, as it deems appropriate. The Board committees will have the powers or authority of the Board in the management of the business and affairs of the Corporation as the Board delegates to them, except as limited by these Bylaws, by law or by Board resolution.

Section 3. Non-Director Committees. The Board of Trustees may designate other committees consisting of members, some or all of whom may be individuals who are Trustees or officers of the Corporation and some or all of whom may be other individuals who are not Trustees or officers of the Corporation. Committees appointed under this section may not exercise the power or authority of the Board in the management of the business and affairs of the Corporation, but may perform under the direction of the Board those functions determined from time to time by the Board.

Section 4. Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Trustees. The Board of Trustees will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Trustees, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE V Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Trustee or officer of the Corporation (and, to the extent provided in a resolution of the Board of Trustees or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Trustee, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, Trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Trustee or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Trustees or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

Section 3. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation against any liability asserted against the person and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against the liability under these Bylaws or the laws of the State of Michigan.

ARTICLE VI
Conflict of Interest Policy

Section 1. Policy. The Corporation believes in an ethic of avoiding situations in which a Trustee's or officer's business or personal interests may unduly influence or show favoritism in its decision-making process. The Corporation depends upon a governing board whose members freely give of their time for the benefit of the Corporation, and recognizes that because of the varied interests and involvements of Board members this service may at certain times result in situations involving real or apparent conflicts of interest. The Corporation believes that service should not be rendered impossible solely because of these conflicts, but that this matter shall be handled through full disclosure of any such interest and non-involvement in any decision wherein a conflict is involved.

The foregoing requirements should not be construed as preventing a Trustee or officer from briefly stating his or her position in the matter, nor from answering pertinent questions of other Board members since his or her knowledge may be of great assistance.

Section 2. Self-Dealing. A self-dealing situation is any transaction or decision from which a Trustee or officer may profit or receive a monetary benefit. It includes prohibitions falling within the Internal Revenue Code (generally Section 4941 IRC) and the Michigan Charitable Trustees Powers Act (Section 14.275 MCLA). It also includes situations where the Trustee, officer or family member owns 35% or more of: 1) the voting stock, or 2) a partnership interest (profits and losses), or 3) a financial or benefit interest in a corporation, partnership or other organization that is involved in a Foundation transaction.

Section 3. Identification of Conflicts and Dualities of Interest. A conflict of interest exists when a Trustee or officer having input into a decision has a financial interest, directly or indirectly (such as through a family relationship) in the outcome of the decision. A duality of interest exists when a Trustee or officer has an affiliation or other conflict of loyalties that may influence or suggest influence in a decision. Relevant factors in determining whether a conflict of interest or duality of interest exists include the duration, strength and intimacy of a personal or business relationship or affiliation, and the functions performed by the individual. The question depends on the circumstances and is often one of proximity and degree.

Section 4. Disclosure and Voting. Trustees and officers shall annually file a conflict of interest/duality of interest survey with the Corporation disclosing any current or anticipated conflict situations. This list shall include current Board relationships, participation or other involvement in any for-profit or not-for-profit ventures seeking or providing services or facilities to the Corporation or seeking or receiving grants from the Corporation.

Additionally, any Trustee or officer having an anticipated or possible conflict of interest on any matter under consideration by the Corporation shall disclose that situation when the interest becomes a matter of Board action and should not vote or use his or her personal influence on that matter. The minutes of the meeting shall reflect the disclosure and abstention from voting.

Any Trustee or officer having an anticipated or possible duality of interest on any matter under consideration by the Corporation shall disclose that situation but will not be prohibited from discussing the matter or voting on the matter unless the President or a majority of the disinterested Trustees elect otherwise. If the President is the Trustee who has the anticipated or possible duality of interest, a majority of the disinterested Trustees may elect to prohibit the

President from voting. The duality of interest will be disclosed in the minutes of the meeting upon which the disclosure of the duality of interest was made.

ARTICLE VII
Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of December.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Trustees of the Corporation then in office.

Section 3. Loans and Guarantees. The Corporation will not provide loans to or guarantee obligations of a Trustee or officer of the Corporation, unless expressly permitted under State law.

Section 4. Audits. Unless the Board of Trustees determine otherwise, they shall at least annually cause the books and accounts of the Corporation to be audited by an independent certified public accountant.