EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation		A Employer identification number
TWO SEVEN OH INC		20-5576623
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 280	Room/suite	B Telephone number 313-965-8300
City or town, state or province, country, and ZIP or foreign postal code NEW HUDSON, MI 48165		C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 15,122,321.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	10.	10.		STATEMENT 1
4 Dividends and interest from securities	435,756.	435,756.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	779.			
b Gross sales price for all assets on line 6a 5,316,538.				
7 Capital gain net income (from Part IV, line 2)		779.		
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	436,545.	436,545.		
13 Compensation of officers, directors, trustees, etc	12,000.	3,000.		9,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	5,026.	2,513.		2,513.
b Accounting fees				
c Other professional fees STMT 4	44,899.	11,357.		33,542.
17 Interest				
18 Taxes STMT 5	18,990.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	581.	0.		581.
22 Printing and publications				
23 Other expenses STMT 6	694.	0.		674.
24 **Total operating and administrative expenses.** Add lines 13 through 23	82,190.	16,870.		46,310.
25 Contributions, gifts, grants paid	514,066.			514,066.
26 **Total expenses and disbursements.** Add lines 24 and 25	596,256.	16,870.		560,376.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<159,711.>			
b **Net investment income** (if negative, enter -0-)		419,675.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

Revenue | Operating and Administrative Expenses

RECEIVED NOV 14 2017 OGDEN, UT B003 IRS-OSC

SCANNED NOV 15 2017

9-1R-24 6

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	570,141.	180,367.	180,367.
	2 Savings and temporary cash investments		116,791.	116,791.
	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 STMT 8	3,988,266.	3,788,803.	4,133,027.
	b Investments - corporate stock STMT 9	4,496,000.	5,513,147.	4,495,907.
	c Investments - corporate bonds STMT 10	1,002,124.	954,581.	951,449.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	3,488,000.	3,510,000.	3,506,863.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	2,496,000.	1,728,000.	1,737,917.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,040,531.	15,791,689.	15,122,321.
Liabilities	17 Accounts payable and accrued expenses	3,028.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	12,499.	5,519.	
	23 **Total liabilities** (add lines 17 through 22)	15,527.	5,519.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	18,000,000.	18,000,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<1,974,996.>	<2,213,830.>	
	30 **Total net assets or fund balances**	16,025,004.	15,786,170.	
	31 **Total liabilities and net assets/fund balances**	16,040,531.	15,791,689.	

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	16,025,004.
2	Enter amount from Part I, line 27a	2	<159,711.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,865,293.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	79,123.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,786,170.

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	FIDELITY SHORT TERM SALES	P	VARIOUS	12/31/16
b	FIDELITY LONG TERM SALES	P	VARIOUS	12/31/16
c	MORGAN STANLEY	P	VARIOUS	12/31/16
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,556,381.		2,628,707.	<72,326.>
b	1,169,315.		1,107,521.	61,794.
c	1,590,842.		1,579,531.	11,311.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<72,326.>
b				61,794.
c				11,311.
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	779.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	604,824.	15,235,850.	.039697
2014	1,025,232.	15,958,969.	.064242
2013	926,616.	15,917,349.	.058214
2012	899,693.	15,832,786.	.056825
2011	1,195,359.	16,248,035.	.073569

2	**Total** of line 1, column (d)	2	.292547
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	.058509
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	14,987,629.
5	Multiply line 4 by line 3	5	876,911.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,197.
7	Add lines 5 and 6	7	881,108.
8	Enter qualifying distributions from Part XII, line 4	8	560,376.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	8,394.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	8,394.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	8,394.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	10,880.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,200.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	12,080.
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	3,686.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		3,686. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2016)

Part VII-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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ J THOMAS MACFARLANE, ESQ Telephone no. ▶ 248-642-9692

Located at ▶ 151 S OLD WOODWARD AVE STE 200, BIRMINGHAM, MI ZIP+4 ▶ 48009

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☒ Yes ☐ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [X] No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	Yes [X] 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 [X] No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	Yes [ ] No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [X] 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 14		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,644,688.
b	Average of monthly cash balances	1b	571,179.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	15,215,867.
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	15,215,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	228,238.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,987,629.
6	**Minimum investment return.** Enter 5% of line 5	6	749,381.

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	749,381.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 8,394.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	8,394.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	740,987.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	740,987.
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	740,987.

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	560,376.
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	560,376.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	560,376.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					740,987.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2016:					
a From 2011	167,869.				
b From 2012	120,102.				
c From 2013	146,435.				
d From 2014	238,620.				
e From 2015					
f **Total** of lines 3a through e		673,026.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 560,376.					
a Applied to 2015, 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 2016 distributable amount					560,376.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)		180,611.			180,611.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		492,415.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017					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 2011 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		492,415.			
10 Analysis of line 9:					
a Excess from 2012	107,360.				
b Excess from 2013	146,435.				
c Excess from 2014	238,620.				
d Excess from 2015					
e Excess from 2016					

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

LYNN MORAN

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED				514,066.
Total			▶ **3a**	514,066.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10.	
4 Dividends and interest from securities			14	435,756.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16		
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	779.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		436,545.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 436,545.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: Lynn Moran — Date: 10/31/17 — Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J. THOMAS MACFARLANE	[signature]	8/30/17		P00451701

Firm's name ▶ CLARK HILL PLC — Firm's EIN ▶ 38-0425840

Firm's address ▶ 500 WOODWARD AVE., SUITE 3500 DETROIT, MI 48226 — Phone no. 313-965-8300

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
NORTHERN TRUST	10.	10.	
TOTAL TO PART I, LINE 3	10.	10.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY DIVIDENDS	61,851.	0.	61,851.	61,851.	
FIDELITY EXEMPT INTEREST DIVIDENDS	2.	0.	2.	2.	
FIDELITY INTEREST	73,594.	0.	73,594.	73,594.	
FIDELITY TAX EXEMPT INTEREST	4,433.	0.	4,433.	4,433.	
MORGAN STANLEY DIVIDENDS	21,365.	0.	21,365.	21,365.	
MORGAN STANLEY INTEREST	256,361.	0.	256,361.	256,361.	
MORGAN STANLEY TAX EXEMPT INTEREST	18,150.	0.	18,150.	18,150.	
TO PART I, LINE 4	435,756.	0.	435,756.	435,756.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLARK HILL PLC	5,026.	2,513.		2,513.
TO FM 990-PF, PG 1, LN 16A	5,026.	2,513.		2,513.

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
KM SQUARED LLC	44,723.	11,181.		33,542.
FIDELITY FEES	176.	176.		0.
TO FORM 990-PF, PG 1, LN 16C	44,899.	11,357.		33,542.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2016 PAYROLL TAXES	1,896.	0.		0.
2016 QUARTERLY ESTIMATE	10,880.	0.		0.
FOREIGN TAX PAID	885.	0.		0.
2015 TAX LIABILITY	5,329.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,990.	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
STATE OF MICHIGAN FEE	20.	0.		0.
SUPPLIES	362.	0.		362.
POSTAGE AND MAILING EXPENSES	154.	0.		154.
WEBSITE HOSTING	158.	0.		158.
TO FORM 990-PF, PG 1, LN 23	694.	0.		674.

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR ASSET VALUATION DIFFERENCES	73,026.
ADJUSTMENT FOR TAX VS BOOK DIFFERENCES	6,097.
TOTAL TO FORM 990-PF, PART III, LINE 5	79,123.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY GOVERNMENT BONDS		X	3,788,803.	4,133,027.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,788,803.	4,133,027.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,788,803.	4,133,027.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY COMMON STOCKS	87,867.	130,259.
FIDELITY STOCKS	3,665,795.	3,896,448.
MORGAN STANLEY PREFERRED STOCKS	1,759,485.	469,200.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,513,147.	4,495,907.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CORPORATE BONDS	100,000.	107,245.
FIDELITY BONDS	854,581.	844,204.
TOTAL TO FORM 990-PF, PART II, LINE 10C	954,581.	951,449.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY OTHER HOLDINGS	COST	3,510,000.	3,506,863.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,510,000.	3,506,863.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CERTIFICATES OF DEPOSIT	2,496,000.	1,728,000.	1,737,917.
TO FORM 990-PF, PART II, LINE 15	2,496,000.	1,728,000.	1,737,917.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES	519.	519.
GRANT PAYABLE	11,980.	5,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	12,499.	5,519.

FORM 990-PF

GRANTS PAID AND CONTRIBUTIONS
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		RECIPIENT STATUS	AMOUNT
Bellwether Foundation PO Box 475 Fremont MI 49412	None	Equipment	PC	$695 00
Livingston County Animal Control 418 South Highlander Way Howell MI 48843	None	Equipment	NC	$23,500.00
Sanilac County Humane Society PO Box 27 Carsonville MI 48419	None	Equipment- Desktops/software	NC	$2,608.52
Michigan Humane Society 30300 Telegraph Rd Bingham Farms MI 48025	None	Equipment- Medical	PC	$9,662.57
Shelter to Home 266 Oak St Wyandotte MI 48192	None	Equipment- Medical	PC	$5,000.00
Delta Animal Shelter 6975 Co 426 M.5 Rd Escanaba MI 49829	None	Equipment- Medical	PC	$20,000.00
Benzie County Animal Control 543 S. Michigan Ave Beulah MI 49617	None	General Operating Budget	NC	$100.00
Charlevoix County Humane Society 614 Beardsley St. Boyne City MI 49712	None	General Operating Budget	PC	$100 00
Furry Friends for Life 1208 Queensway Dr Lake Isabella MI 48893	None	General Operating Budget	PC	$100.00
Humane Animal Treatment Society 6600 W Shore Dr Weidman MI 48893	None	General Operating Budget	PC	$100.00
Humane Society of Alger County 510 Munising Ave Munising MI 49862	None	General Operating Budget	PC	$100 00
Humane Society of Saginaw County PO Box 1823 Saginaw MI 48605	None	General Operating Budget	PC	$100.00
Huron Humane Society PO Box 733 Alpena MI 49707-0733	None	General Operating Budget	PC	$100.00
Iosco County Humane Society 3881 W. M-55 Tawas City MI 48763	None	General Operating Budget	PC	$100.00
Jandy's Home 6330 Snow Ave SE Alto MI 49302	None	General Operating Budget	PC	$100 00
Kat Snips 10905 Pleasant Lake Manchester MI 48158	None	General Operating Budget	PC	$100.00
Newaygo County Animal Shelter PO Box 845 White Cloud MI 49349	None	General Operating Budget	NC	$100 00

FORM 990-PF

GRANTS PAID AND CONTRIBUTIONS
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		RECIPIENT STATUS	AMOUNT
Northwoods Animal Coalition PO Box 1002 Kalkaska MI 49646	None	General Operating Budget	PC	$100 00
Pet Support Services PO Box 80976 Lansing MI 48908	None	General Operating Budget	PC	$100.00
Carol's Ferals PO Box 150186 Grand Rapids MI 49515-0186	None	General Operating Budget	PC	$100 00
Lucky Day Animal Rescue P O. Box 13 Grand Blanc MI 48480	None	General Operating Budget	PC	$100 00
Mason County Animal Control 305 N Meyers Rd Ludington MI 49431	None	General Operating Budget	NC	$100 00
Cass County Animal Control 323 N. M-62 Cassopolis MI 49031	None	General Operating Budget	NC	$100.00
Sanilac County Animal Control 35 Campbell Rd Sandusky MI 48471	None	General Operating Budget	NC	$100.00
Humane Society of Genesee County PO Box 190138 Burton MI 48529	None	General Operating Budget	PC	$100.00
Jackson County Animal Shelter 3370 Spring Arbor Rd Jackson MI 49203	None	General Operating Budget	NC	$250.00
Animal's Best Friend Fund PO Box 443 Oshtemo MI 49077	None	General Operating Budget	PC	$1,100.00
Buster Foundation PO Box 233 Belleville MI 48112	None	Medical Expenses	PC	$1,000 00
Ingham County Animal Control 7095 W. Grand River Ave Lansing MI 48854	None	Medical Expenses	NC	$9,480 10
Pet Angel Adoption & Rescue 11062 N. Evergreen Dr Birch Run MI 48415	None	Medical Expenses- Angel Fund	PC	$4,046.00
NBS Animal Rescue 1457 East Twelve Mile Rd Madison Heights MI 48071	None	Medical Expenses/Supplies	PC	$2,267.50
Basil's Buddies 2801 Toldeo Trenton MI 48183	None	Medical Expenses/Supplies, General Operating Budget	PC	$1,500.00
Greater Hillsdale Humane Society 3881 Tripp Road Osseo MI 49266	None	Renovations	PC	$1,000.00
Eaton County Humane Society P.O. Box 265 Charlotte MI 48813-0265	None	Renovations	PC	$1,275.00

FORM 990-PF

GRANTS PAID AND CONTRIBUTIONS
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		RECIPIENT STATUS	AMOUNT
Menominee Animal Shelter PO Box 673 Menominee MI 49858	None	Renovations	PC	$5,000.00
Ontonagon County Animal Protection PO Box 315 Ontonagon MI 49953	None	Renovations	PC	$8,690.00
Noah Project 5205 Airline Rd Muskegon MI 49444	None	Renovations	PC	$10,000.00
Lenawee Humane Society 705 W Beecher St. Adrian MI 49221	None	Renovations	PC	$10,000 00
Harbor Humane Society 14345 Bagley Street West Olive MI 49460	None	Renovations	PC	$30,000 00
Oakland County Animal Control 1700 Brown Rd Auburn Hills MI 48326	None	Renovations/Improvements- Cat Condos	NC	$9,535 60
Ogemaw County Humane Society 1367 S M-33 West Branch MI 48661	None	Renovations/Improvements- Cat Enclosure	PC	$6,500.00
Downriver Central Animal Control 14300 Reaume Pkwy Southgate MI 48195	None	Renovations/Improvements- Cat Cages/Mobile Platform	NC	$9,961.92
Manistee County Humane Society 736 Paws Trail Manistee MI 49660	None	Renovations/Improvements- Cat Condos	PC	$10,000 00
Al-Van Humane Society PO Box 421 South Haven MI 49090	None	Renovations/Improvements- Water Hookup	PC	$10,000.00
City of Warren Police Department 29900 S Civic Center Blvd Warren MI 48093	None	Renovations/Improvements- Kennels with dividers	NC	$4,052 00
Project Hope Animal Rescue 177 West Adams Rd Bronson MI 49028	None	Spay/Neuter Program	PC	$555.79
Gratiot Animals In Need 1346 E Buchanan Ithaca MI 48847	None	Spay/Neuter Program	PC	$870.00
Precious Pets Adoption League 61561 North Ridge Trl. Washington Twp MI 48094	None	Spay/Neuter Program	PC	$999 00
Always Hope Animal Rescue PO Box 32 Howell MI 48844	None	Spay/Neuter Program	PC	$1,000 00
Spay Neuter Assistance Program 920 Pine St Niles MI 49120	None	Spay/Neuter Program	PC	$1,000.00
Wild Dog Animal Rescue 2525 Blue Star Hwy Fennville MI 49408	None	Spay/Neuter Program	PC	$1,000 00

FORM 990-PF

GRANTS PAID AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		RECIPIENT STATUS	AMOUNT
A Feral Haven 15467 Port Sheldon Rd West Olive MI 49460	None	Spay/Neuter Program	PC	$1,000.00
SOS Animal Rescue PO Box 1135 Midland MI 48641-1135	None	Spay/Neuter Program	PC	$1,500.00
Animal Rescue Coalition 13291 Woodland Ct. Big Rapids MI 49307	None	Spay/Neuter Program	PC	$1,712 00
All Species Kinship PO Box 4055 Battle Creek MI 49016	None	Spay/Neuter Program	PC	$2,500 00
Local Animal Shelter Support PO Box 160 Pentwater MI 49449	None	Spay/Neuter Program	PC	$2,500.00
Northwoods Animal Shelter 930 Selden Rd Iron River MI 49935	None	Spay/Neuter Program	NC	$3,500.00
Cherryland Humane Society 1750 Ahlberg Rd. Traverse City MI 49686-4984	None	Spay/Neuter Program	PC	$5,000.00
Gladwin County Animal Control 401 West Cedar Ave Gladwin MI 48624	None	Spay/Neuter Program	NC	$5,000 00
Ingham County Humane Society 7095 W. Grand River Ave Lansing MI 48906	None	Spay/Neuter Program	PC	$5,000.00
Michigan Animal Adoption Network 938 Pontsmouth Troy MI 48084	None	Spay/Neuter Program	PC	$7,155 00
Upper Peninsula Animal Welfare Shelter P O. Box 968 Marquette MI 49855	None	Spay/Neuter Program	PC	$7,354 38
Oceana County Animal Control 2185 W. Baseline Rd Shelby MI 49455	None	Spay/Neuter Program	NC	$7,577 80
Grosse Pointe Animal Adoption Society 296 Chalfonte Ave Grosse Pointe Farms MI 48236	None	Spay/Neuter Program	PC	$8,417 50
New Beginnings Animal Rescue 2502 Rochester Rd Royal Oak MI 48073	None	Spay/Neuter Program	PC	$9,720.00
Little Traverse Bay Humane Society 1300 W Conway Rd Harbor Springs MI 49740	None	Spay/Neuter Program	PC	$9,750.00
C-SNIP 1675 Viewpond Drive SE Kentwood MI 49508	None	Spay/Neuter Program	PC	$10,000.00
Eva Burrell Animal Shelter 6091 W US Highway 2 Manistique MI 49854	None	Spay/Neuter Program	PC	$10,000.00

FORM 990-PF

GRANTS PAID AND CONTRIBUTIONS
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		RECIPIENT STATUS	AMOUNT
Brownstown Twp Animal Shelter 23740 Lillian Brownstown Twp MI 48183	None	Spay/Neuter Program	NC	$10,000 00
Copper Country Humane Society P.O. Box 453 Houghton MI 49931-0453	None	Spay/Neuter Program	PC	$13,125.00
Ionia County Animal Shelter 3853 Sparrow Drive Ionia MI 48846	None	Spay/Neuter Program	NC	$14,640.00
Michigan Animal Rescue League 790 Featherstone Pontiac MI 48342	None	Spay/Neuter Program	PC	$14,885.00
Humane Society of Huron Valley 3100 Cherry Hill Rd. Ann Arbor MI 48105	None	Spay/Neuter Program	PC	$19,062 64
Midland County Humane Society PO Box 1034 Midland MI 48640	None	Spay/Neuter Program	PC	$30,000 00
Montcalm County Animal Control 154 Quarterline St Stanton MI 48888	None	Spay/Neuter Program, General Operating Budget	NC	$1,330.00
Mid Michigan Pug Club & "For the Love of Pugs" 16574 Braile Detroit MI 48219	None	Spay/Neuter Program, Medical Expenses	PC	$1,000.00
With A Little Help From My Friends 3820 Ritt Rd Bellaire MI 49615	None	Spay/Neuter Program, Medical Expenses	PC	$7,000.00
Roscommon Animal Shelter 1110 Short Dr Prudenville MI 48651	None	Spay/Neuter Program, Medical Expenses	NC	$12,414.32
Volunteers for Muskegon County Animal Control 3840 Eastbrook Dr Muskegon MI 49444	None	Spay/Neuter Program, Medical Expenses	PC	$30,000.00
Wishbone Pet Rescue Alliance PO Box 124 Douglas MI 49406	None	Supplies- Dog and Cat Food	PC	$10,000.00
Mackinac County Animal Shelter 980 Cheeseman Rd St Ignace MI 49781	None	Supplies- Food/Litter	NC	$4,000.00
Friends for the Dearborn Animal Shelter 2661 Greenfield Rd Dearborn MI 48120	None	Supplies- Kitten Kits	PC	$8,421 94
Lapeer's Adoptable Animals 4501 Diehl Rd Metamora MI 48445	None	TNR Program	PC	$400.00
Companion Cats PO Box 2568 Battle Creek MI 49016	None	TNR Program	PC	$900 00
Branch Area Rescue Coalition 30 W. Chicago Street Coldwater MI 49036	None	TNR Program	PC	$984.00

FORM 990-PF

GRANTS PAID AND CONTRIBUTIONS
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		RECIPIENT STATUS	AMOUNT
Humane Society of Bay County PO Box 215 Bay City MI 48707	None	TNR Program	PC	$1,000.00
Friends of Michigan Animals Rescue 51299 Arkona Rd. Belleville MI 48111	None	TNR Program	PC	$2,500.00
P A.W.S of Michigan PO Box 2184 Riverview MI 48193	None	TNR Program	PC	$2,500.00
Barry County Animal Shelter 540 N Industrial Park Dr Hastings MI 49058	None	TNR Program	NC	$27,766 97
			TOTAL:	$514,065.55

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LYNN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	PRESIDENT 10.00	0.	0.	0.
LYNN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	SECRETARY 3.00	0.	0.	0.
LYNN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	TREASURER 2.00	0.	0.	0.
KATHERINE LYNN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	TRUSTEE 2.00	0.	0.	0.
AMANDA ANN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	TRUSTEE 2.00	0.	0.	0.
MADISON DIANNE MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.