EXTENDED TO NOVEMBER 15, 2017

Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052

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.*

Department of the Treasury
Internal Revenue Service

2016
Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation ETHEL AND JAMES FLINN FOUNDATION	A Employer identification number 38-2143122
Number and street (or P O box number if mail is not delivered to street address) 333 W. FORT STREET — Room/suite 1950	B Telephone number 313-309-3436
City or town, state or province, country, and ZIP or foreign postal code DETROIT, MI 48226	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: [X] 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) ▶$ 60,910,751. — J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	137.	137.		STATEMENT 2
	4 Dividends and interest from securities	1,376,258.	1,376,258.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,044,390.			STATEMENT 1
	b Gross sales price for all assets on line 6a 18,160,436.				
	7 Capital gain net income (from Part IV, line 2)		3,370,066.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	134,985.	378.	0.	STATEMENT 4
	12 **Total** Add lines 1 through 11	4,555,770.	4,746,839.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	345,786.	105,205.	0.	240,581.
	14 Other employee salaries and wages	74,500.	25,580.	0.	48,920.
	15 Pension plans, employee benefits	55,351.	17,224.	0.	38,127.
	16a Legal fees STMT 5	4,975.	1,548.	0.	3,427.
	b Accounting fees STMT 6	26,100.	8,122.	0.	17,978.
	c Other professional fees STMT 7	357,832.	52,724.	0.	305,108.
	17 Interest				
	18 Taxes STMT 8	67,488.	8,093.	0.	17,915.
	19 Depreciation and depletion				
	20 Occupancy	26,400.	8,215.	0.	18,185.
	21 Travel, conferences, and meetings	37,981.	6,475.	0.	31,506.
	22 Printing and publications	2,551.	794.	0.	1,757.
	23 Other expenses STMT 9	72,172.	22,458.	0.	49,714.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,071,136.	256,438.	0.	773,218.
	25 Contributions, gifts, grants paid	2,255,725.			2,255,725.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,326,861.	256,438.	0.	3,028,943.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,228,909.			
	b **Net investment income** (if negative, enter -0-)		4,490,401.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	145,455.	353,298.	353,298.
	2	Savings and temporary cash investments	844,377.	331,844.	331,844.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	18,359,180.	21,526,247.	24,699,813.
	c	Investments - corporate bonds STMT 11	12,398,003.	13,100,581.	12,596,952.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	21,378,860.	19,092,981.	22,130,255.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ MINING AND GAS INTE)	939,057.	939,057.	798,589.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	54,064,932.	55,344,008.	60,910,751.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	54,064,932.	55,344,008.	
	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**	54,064,932.	55,344,008.	
	31	**Total liabilities and net assets/fund balances**	54,064,932.	55,344,008.	

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	54,064,932.
2	Enter amount from Part I, line 27a	2	1,228,909.
3	Other increases not included in line 2 (itemize) ▶ GRANTS RETURNED	3	50,167.
4	Add lines 1, 2, and 3	4	55,344,008.
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	55,344,008.

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	SCHWAB REDEMPTIONS	P		
b	K-1 PARTNERSHIP INCOME	P		
c	TIFF MULTI-ASSET	P		
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	17,834,760.		14,475,791.	3,358,969.
b	325,676.			325,676.
c				-314,579.
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				3,358,969.
b				325,676.
c				-314,579.
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	3,370,066.
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	3,370,066.

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	3,121,006.	62,134,898.	.050230
2014	2,849,159.	64,110,600.	.044441
2013	2,603,482.	60,677,286.	.042907
2012	2,839,403.	57,342,777.	.049516
2011	2,983,854.	57,568,286.	.051832

2	**Total** of line 1, column (d)	2	.238926
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	.047785
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	59,877,278.
5	Multiply line 4 by line 3	5	2,861,236.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44,904.
7	Add lines 5 and 6	7	2,906,140.
8	Enter qualifying distributions from Part XII, line 4	8	3,028,943.

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 ▶ [X] and enter 1% of Part I, line 27b		1	44,904.
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	44,904.
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	44,904.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 94,216.		
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	94,216.
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	49,312.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	49,312. 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?	2		X
If "Yes," attach a detailed description of the activities.			
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?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
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

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 ▶ WWW.FLINNFOUNDATION.ORG

14 The books are in care of ▶ ANDREA M. COLE Telephone no. ▶313-309-3436

Located at ▶333 W. FORT STREET, SUITE 1950, DETROIT, MI ZIP+4 ▶48226

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

			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 ▶ ____, ____, ____, ____

			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

			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		345,800.	40,589.	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
ARNITA THORPE - 333 W. FORT STREET, SUITE 1950, DETROIT, MI 48226	EXECUTIVE ASSISTANT 40.00	74,500.	12,565.	0.

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
CC ENTERPRISES 4484 LAKE FOREST DRIVE, ANN ARBOR, MI 48226	MENTAL HEALTH TELEVISION PRODUCTIO	143,500.
SPIRITWORKS TELEPRODUCTONS 8647 BISHOP ROAD, BRIGHTON, MI 48116	MENTAL HEALTH TELEVISION PRODUCTIO	110,900.
METRO PARENT MAGAZINE 22041 WOODWARD AVENUE, FERNDALE, MI 48226	MENTAL HEALTH AWARENESS PRINT SERI	65,000.
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 THE FOUNDATION PARTNERED WITH THE MICHIGAN DEPARTMENT OF HEALTH AND HUMAN SERVICES TO DEVELOP A STATEWIDE MEDIA CAMPAIGN TO RAISE MENTAL HEALTH AWARENESS AND EDUCATION.	293,933.
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	59,764,553.
b	Average of monthly cash balances	1b	1,024,562.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	60,789,115.
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	60,789,115.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	911,837.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,877,278.
6	**Minimum investment return.** Enter 5% of line 5	6	2,993,864.

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	2,993,864.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 44,904.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	44,904.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,948,960.
4	Recoveries of amounts treated as qualifying distributions	4	50,167.
5	Add lines 3 and 4	5	2,999,127.
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	2,999,127.

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	3,028,943.
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	3,028,943.
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	44,904.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,984,039.

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				2,999,127.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			3,809.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 3,028,943.				
a Applied to 2015, but not more than line 2a			3,809.	
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				2,999,127.
e Remaining amount distributed out of corpus	26,007.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	26,007.			
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	26,007.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016 ... 26,007.				

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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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				
ASSOCIATION OF CHILDREN'S MENTAL HEALTH 6017 W. ST. JOE HWY, SUITE 200 LANSING, MI 48917		PC	GENERAL OPERATING SUPPORT	10,000.
BLUE CROSS BLUE SHIELD OF MICHIGAN FOUNDATION 600 E. LAFAYETTE DETROIT, MI 48226		PC	TO SUPPORT INTEGRATED BEHAVIORAL HEALTH AND PRIMARY CARE FOR SAFETY NET PATIENTS IN MICHIGAN.	100,000.
CHILDREN'S CENTER OF WAYNE COUNTY 79 ALEXANDRINE WEST DETROIT, MI 48201		PC	TO IMPLEMENT INCREDIBLE YEARS THERAPUETIC MODEL IN EARLY CHILDHOOD SETTINGS	53,000.
CHILDREN'S CENTER OF WAYNE COUNTY 79 ALEXANDRINE WEST DETROIT, MI 48201		PC	TO EXPAND EVIDENCE-BASED APPLIED BEHAVIOR ANALYSIS THERAPY FOR CHILDREN WITH AUTISM SPECTRUM	75,000.
CHRIST CHILD SOCIETY OF DETROIT 15751 JOY ROAD DETROIT, MI 48228		PC	TO IMPLEMENT TRAUMA-INFORMED TREATMENT PRACTICES	75,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,255,725.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2016)

623611 11-23-16 ** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	137.	
4 Dividends and interest from securities			14	1,376,258.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	-29,111.	15	164,096.	
8 Gain or (loss) from sales of assets other than inventory			18	3,044,390.	
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)		-29,111.		4,584,881.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,555,770.

(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] 11-14-17 ▶ EXECUTIVE DIRECTOR

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LYNNE M. HUISMANN	LYNNE M. HUISMANN	11/13/17		P00053811

Firm's name ▶ PLANTE & MORAN, PLLC Firm's EIN ▶ 38-1357951

Firm's address ▶ 2601 CAMBRIDGE CT., STE. 500 AUBURN HILLS, MI 48326 Phone no. (248) 375-7100

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CORNER HEALTH CENTER 47 N. HURON STREET ANN ARBOR, MI 48197		PC	TO IMPLEMENT CO-OCCURING MENTAL HEALTH AND SUBSTANCE USE TREATMENT SERVICES IN PRIMARY CARE	98,000.
COVENANT HOUSE MICHIGAN 2959 MARTIN LUTHER KING BLVD. DETROIT, MI 48208		PC	TO IMPLEMENT COGNITIVE BEHAVIOR THERAPY TREATMENT PROGRAM	62,000.
DETROIT CENTRAL CITY CMH 10 PETERBORO DETROIT, MI 48201		PC	TO IMPLEMENT COGNITIVE ENHANCEMENT THERAPY TREATMENT PROGRAM	50,000.
DETROIT WAYNE MENTAL HEALTH AUTHORITY 707 MILWAUKEE DETROIT, MI 48202		PC	TO ADDRESS TRAUMA IN SCHOOL-BASED SETTINGS FOR CHILDREN IN DETROIT	75,000.
ENNIS CHILDREN'S CENTER, INC. 91 S. TELEGRAPH ROAD PONTIAC, MI 48341		PC	TO CREATE THERAPEUTIC ARTS PROGRAM FOR CHILDREN IN FOSTER CARE	70,000.
GENESSE HEALTH SYSTEM 420 W. FIFTH AVENUE FLINT, MI 48503		PC	TO SUPPORT MOBILE MENTAL HEALTH SERVICES FOR FLINT RESIDENTS INVOLVED IN WATER CRISIS	50,000.
GUIDANCE CENTER (THE) 1301 ALLEN ROAD SOUTHGATE, MI 48195		PC	TO IMPLEMENT NAVIGATE, AN EVIDENCE-BASED PORGRAM DESIGNED TO TREAT PESONS EXPERIENCING A FIRST	50,000.
HEGIRA PROGRAMS, INC. 8623 NORTH WAYNE ROADD, SUITE 200 WESTLAND, MI 48185		PC	TO IMPLEMENT COGNITIVE ENHANCEMENT THERAPY TREATMENT PROGRAM	81,000.
HENRY FORD HEALTH SYSTEM ONE FORD PLACE, SUITE 5A DETROIT, MI 48202		PC	TO EXPAND APPLIED BEHAVIORAL ANALYSIS (ABA) TREATMENT SERVICEES FOR CHILDREN WITH AUTISM SPECTRUM	100,000.
HENRY FORD HEALTH SYSTEM ONE FORD PLACE, SUITE 5A DETROIT, MI 48202		PC	TO DEVELOP A FULLY-INTEGRATED BEHAVIORAL HEALTH SERVICE DELIVERY MODEL FOR ALL PEDIATRIC	75,000.
Total from continuation sheets				1,942,725.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HENRY FORD HEALTH SYSTEM ONE FORD PLACE, SUITE 5A DETROIT, MI 48202		PC	TO IMPLEMENT DIALECTICAL BEHAVIORAL THERAPY PROGRAM AT KINGSWOOD HOSPITAL	100,000.
JED FOUNDATION (THE) 6 E. 39TH ST., STE. 1204 NEW YORK, NY 10016		PC	TO IMPLEMENT JED CAMPUS MENTAL HEALTH PROGRAM AT 13 MICHIGAN COLLEGES	50,000.
JUDSON CENTER 4410 W. 13 MILE ROAD ROYAL OAK, MI 48073		PC	TO IMPLEMENT INTEGRATED CARE MODEL FOR CHILDREN AND FAMILIES IN FOSTER CARE	50,000.
MICHIGAN STATE UNIVERSITY 220 THROWBRIDGE ROAD EAST LANSING, MI 48824		PC	TO EXPAND MUSIC THERAPY INTERVENTIONS IN DETROIT FOR CHILDREN WITH AUTISM	25,000.
MICHIGAN'S CHILDREN 428 W. LENAWEE STREET LANSING, MI 48933		PC	GENERAL OPERATING SUPPORT	50,000.
NAMI METRO P.O. BOX 852 NORTHVILLE, MI 48167		PC	GENERAL OPERATING SUPPORT	10,000.
NAMI MICHIGAN 401 S. WASHINGTON AVENUE, SUITE 104 LANSING, MI 48906		PC	GENERAL OPERATING SUPPORT	10,000.
NAMI WASHTENAW COUNTY 1100 N. MAIN ANN ARBOR, MI 48104		PC	GENERAL OPERATING SUPPORT	10,000.
NORTHEAST GUIDANCE CENTER 12800 E. WARREN AVENUE EAST LANSING, MI 48215		PC	TO IMPLEMENT TRAUMA-INFORMED TREATMENT PROGRAM FOR HUMAN TRAFFICKING VICTIMS	25,000.
OAKLAND FAMILY SERVICES 114 ORCHARD LAKE ROAD PONTIAC, MI 48341		PC	TO IMPLEMENT TRAUMA FOCUSED COGNITIVE BEHAVIOR THERAPY	50,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OZONE HOUSE, INC. 1705 WASHTENAW AVENUE ANN ARBOR, MI 48104		PC	TO EXPAND MENTAL HEALTH TREATMENT TO YOUNG ADULTS WHO AGED OUT OF FOSTER CARE	50,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 4250 PLYMOUTH ROAD, SPC 5763 ANN ARBOR, MI 48109		PC	TO EXPAND SERIVCES FOR COLLEGE STUDENTS	100,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 4250 PLYMOUTH ROAD, SPC 5763 ANN ARBOR, MI 48109		PC	TO INTEGRATE PEER PROGRAM "BUDDY TO BUDDY" FOR VETERANS EXPERIENCING MENTAL ILLNESS	100,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 4250 PLYMOUTH ROAD, SPC 5763 ANN ARBOR, MI 48109		PC	TO DEVELOP PEER-TO-PEER DEPRESSION AWARENESS PROGRAM FOR MIDDLE AND HIGH SCHOOL STUDENTS	50,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 4250 PLYMOUTH ROAD, SPC 5763 ANN ARBOR, MI 48109		PC	TO INCORPORATE PEER SUPPORT SPECIALISTS INTO INTEGRATED BEHAVIORAL HEALTHCARE TEAM IN PRIMARY CARE S	50,000.
ST. JOSEPH MERCY ANN ARBOR 5301 MCAULEY DRIVE YPSILANT, MI 48152		PC	TO IMPLEMENT INTEGRATED BEHAVIORAL/PHYSICAL HEALTCARE MODEL IN PRIMARY CARE	100,000.
ST. JOSEPH MERCY ANN ARBOR 5301 MCAULEY DRIVE YPSILANT, MI 48152		PC	TO IMPLEMENT SYSTEMATIC SCREENING AND EARLY DETECTION OF POST STROKE DEPRESSION	50,000.
ST. JOSEPH MERCY ANN ARBOR 5301 MCAULEY DRIVE YPSILANT, MI 48152		PC	TO DEVELOP OUTPATIENT BEHAVIORAL HEALTH CONSULTATION MODEL	100,000.
STARFISH FAMILY SERVICES, INC. 30000 HIVELEY INKSTER, MI 48141		PC	TO IMPLEMENT CHILD PARENT PSYCHOTHERAPY ACROSS EARLY CHILDHOOD PROGRAMS FOR CHILDREN 0 TO 5.	70,000.
WAYNE STATE UNIVERSITY 640 TEMPLE, SUITE 750 DETROIT, MI 48202		PC	TO IMPLEMENT TREATMENT MODEL FOR CHRONIC PAIN AND ANXIETY DISORDERS	100,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WAYNE STATE UNIVERSITY 640 TEMPLE, SUITE 750 DETROIT, MI 48202		PC	TO DEVELOP HOME-BASED TELEMEDICINE TREATMENT MODEL FOR PEOPLE WITH SERIOUS MENTAL ILLNESS	50,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 4250 PLYMOUTH ROAD, SPC 5763 ANN ARBOR, MI 48109		PC	MATCHING GIFT	5,000.
PLYMOUTH UNITED CHURCH OF GOD 600 E. WARRANT DETROIT, MI 48201		PC	MATCHING GIFT	4,035.
DETROIT INSTITUTE OF ARTS 5200 WOODOWARD AVENUE DETROIT, MI 48202		PC	MATCHING GIFT	200.
DETROIT INSTITUTE FOR CHILDREN 2075 E. WEST MAPLE ROAD, B-203 COMMERCE TOWNSHIP, MI 48390		PC	MATCHING GIFT	200.
DETROIT ROTARY FOUNDATION 241 MADISON AVENUE, BOX 6 DETROIT, MI 48226		PC	MATCHING GIFT	200.
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201		PC	MATCHING GIFT	200.
DENISON UNIVERSITY 100 N. COLLEGE STREET GRANDVILLE, OH 43023		PC	MATCHING GIFT	100.
DETROIT ZOOLOGICAL SOCIETY 8450 W. 10 MILE ROAD ROYAL OAK, MI 48067		PC	MATCHING GIFT	200.
GROSSE POINTE ANIMAL ADOPTION 296 CHALFONTE AVENUE GROSSE POINTE FARMS, MI 48236		PC	MATCHING GIFT	100.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GROSSE POINTE PARK FOUNDATION 15115 E. JEFFERSON GROSSE POINTE FARMS, MI 48236		PC	MATCHING GIFT	200.
KIEVE-WAVES EDUCATION 42 KIEVE NOBLEBORO, ME 04555		PC	MATCHING GIFT	100.
MICHIGAN CANCER RESEARCH 2000 TOWN CENTER SOUTHFIELD, MI 48075		PC	MATCHING GIFT	200.
MICHIGAN WOMEN'S FOUNDATION 615 GRISWOLD ST. SUITE 1020 DETROIT, MI 48226		PC	MATCHING GIFT	100.
NEIGHBORHOOD CLUB 17150 WATERLOO ST GROSSE POINTE, MI 48230		PC	MATCHING GIFT	500.
PLANNED PARENTHOOD 3100 PROFESSIONAL DR ANN ARBOR, MI 48104		PC	MATCHING GIFT	200.
ROTARY FOUNDATION OF ROTARY INTERNATIONAL 241 MADISON AVENUE, BOX 6 DETROIT, MI 48226		PC	MATCHING GIFT	200.
REGENTS OF THE UNIVERSITY OF MICHIGAN 4250 PLYMOUTH ROAD, SPC 5763 ANN ARBOR, MI 48109		PC	MATCHING GIFT	500.
STRATFORD FESTIVAL OF AMERICA 660 WOODWARD AVE DETROIT, MI 48226		PC	MATCHING GIFT	500.
THE HENRY FORD 20900 OAKWOOD BLVD. DEARBORN, MI 48124		PC	MATCHING GIFT	500.
Total from continuation sheets				

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04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN, CT 06795		PC	MATCHING GIFT	200.
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE WOODS, MI 48236		PC	MATCHING GIFT	200.
DETROIT EDUCATIONAL TELEVISION FOUNDATION 1 CLOVER CT., WIXON, MI 48393		PC	MATCHING GIFT	100.
YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN, CT 06521		PC	MATCHING GIFT	200.
ADRIAN DOMINICAN SISTERS 1257 E. SIENNA HEIGHTS DR. ADRIAN, MI 49221		PC	MATCHING GIFT	500.
AMERICAN-UKRAINIAN MEDICAL FOUNDATION 1206 COTTMAN AVENUE PHILADELPHIA, PA 19111		PC	MATCHING GIFT	200.
IMMACULATE CONCEPTION SCHOOL 29500 WESTBROOK AVENUE WARREN, MI 48092		PC	MATCHING GIFT	1,000.
KYIV MOHYLA FOUNDATION P.O. BOX 46009 CHICAGO, IL 60646		PC	MATCHING GIFT	400.
PENRICKTON CENTER FOR BLIND CHILDREN 26350 EUREKA ROAD TAYLOR, MI 48180		PC	MATCHING GIFT	200.
ROSE HILL FOUNDATION 5130 ROSE HILL BLVD. HOLLY, MI 48442		PC	MATCHING GIFT	500.
Total from continuation sheets				

623631
04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SISTERS OF ST. BASIL THE GREAT 710 FOX CHASE ROAD JENKINTOWN, PA 19046		PC	MATCHING GIFT	500.
SHEVCHENKO SCIENTIFIC SOCIETY 63 4TH AVENUE NEW YORK, NY 10003		PC	MATCHING GIFT	200.
UKRAINIAN-AMERICAN ARCHIVES AND MUSEUM OF DEROIT 11756 CHAREST STREET HAMTRAMCK, MI 48212		PC	MATCHING GIFT	200.
UKRAINIAN CATHOLIC EDUCATION FOUNDATION 2247 W. CHICAGO AVENUE CHICAGO, IL 60622		PC	MATCHING GIFT	1,000.
UNITED UKRAINIAN AMERICAN RELIEF COMMITTEE 1206 COTTMAN AVENUE PHILADELPHIA, PA 19111		PC	MATCHING GIFT	300.
STARR COMMONWEALTH 13725 26 MILE ROAD ALBION, MI 49224		PC	MATCHING GIFT	1,790.
GROSSE POINTE ANIMAL ADOPTION 20048 HARPER AAVENUE HARPER WOODS, MI 48225		PC	MATCHING GIFT	5,000.
CHRIST CHURCH GROSSE POINTE 61 GROSSE POINTE BLVD. GROSSE POINTE FARMS, MI 48326		PC	MATCHING GIFT	5,000.
TRIUMP CHURCH 2760 E. GRAND BLVD DETROIT, MI 48211		PC	MATCHING GIFT	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHILDREN'S CENTER OF WAYNE COUNTY

TO EXPAND EVIDENCE-BASED APPLIED BEHAVIOR ANALYSIS THERAPY FOR CHILDREN WITH AUTISM SPECTRUM DISORDER

NAME OF RECIPIENT - GUIDANCE CENTER (THE)

TO IMPLEMENT NAVIGATE, AN EVIDENCE-BASED PROGRAM DESIGNED TO TREAT PESONS EXPERIENCING A FIRST EPISODE OF PSYCHOSIS

NAME OF RECIPIENT - HENRY FORD HEALTH SYSTEM

TO EXPAND APPLIED BEHAVIORAL ANALYSIS (ABA) TREATMENT SERVICEES FOR CHILDREN WITH AUTISM SPECTRUM DISORDER

NAME OF RECIPIENT - HENRY FORD HEALTH SYSTEM

TO DEVELOP A FULLY-INTEGRATED BEHAVIORAL HEALTH SERVICE DELIVERY MODEL FOR ALL PEDIATRIC PRIMARY CARE SETTINGS

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHWAB REDEMPTIONS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,834,760.	14,475,791.	0.	0.	3,358,969.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 PARTNERSHIP INCOME	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
325,676.	325,676.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF MULTI-ASSET	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-314,579.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,044,390.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET	137.	137.	0.
TOTAL TO PART I, LINE 3	137.	137.	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS & BOND FUNDS	1,376,258.	0.	1,376,258.	1,376,258.	0.
TO PART I, LINE 4	1,376,258.	0.	1,376,258.	1,376,258.	0.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MINING INTERESTS	134,925.	134,925.	0.
MISCELLANEOUS INCOME	60.	60.	0.
K-1 PARTNERSHIP INCOME	0.	-134,607.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	134,985.	378.	0.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,975.	1,548.	0.	3,427.
TO FM 990-PF, PG 1, LN 16A	4,975.	1,548.	0.	3,427.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	26,100.	8,122.	0.	17,978.
TO FORM 990-PF, PG 1, LN 16B	26,100.	8,122.	0.	17,978.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	16,223.	5,048.	0.	11,175.
INVESTMENT EXPENSES	47,676.	47,676.	0.	0.
MEDIA RELATIONS	293,933.	0.	0.	293,933.
TO FORM 990-PF, PG 1, LN 16C	357,832.	52,724.	0.	305,108.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	26,009.	8,093.	0.	17,915.
EXCISE TAXES	41,479.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	67,488.	8,093.	0.	17,915.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	5,203.	1,619.	0.	3,584.
TELEPHONE/INTERNET	5,854.	1,822.	0.	4,032.
SUPPLIES	5,920.	1,842.	0.	4,078.
EQUIPMENT	52,042.	16,194.	0.	35,848.
MISCELLANEOUS	3,153.	981.	0.	2,172.
TO FORM 990-PF, PG 1, LN 23	72,172.	22,458.	0.	49,714.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMOM STOCK MUTUAL FUNDS	21,526,247.	24,699,813.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,526,247.	24,699,813.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME MUTUAL FUNDS	13,100,581.	12,596,952.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,100,581.	12,596,952.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MULTI-ASSET MUTUAL FUNDS	COST	5,681,026.	5,622,405.
MARKETABLE HEDGE FUNDS	COST	6,159,116.	6,833,311.
REAL ESTATE/HARD ASSETS	COST	3,999,278.	4,337,386.
PRIVATE EQUITY FUNDS	COST	3,253,561.	5,337,153.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,092,981.	22,130,255.

FORM 990-PF	OTHER ASSETS	STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MINING AND GAS INTERESTS	939,057.	939,057.	798,589.
TO FORM 990-PF, PART II, LINE 15	939,057.	939,057.	798,589.

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
DR. LINDA HRYHORCZUK 333 W. FORT STREET, SUITE 1950 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
LYNN SCHNEIDER 333 W. FORT STREET, SUITE 1950 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
GEORGE A. NICHOLSON, III 333 W. FORT STREET, SUITE 1950 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
FREDDIE C. BURTON, JR. 333 W. FORT STREET, SUITE 1950 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
JACK KRESNAK 333 W. FORT STREET, SUITE 1950 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
DUANE TARNACKI 333 W. FORT STREET, SUITE 1950 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
LEONARD W. SMITH 333 W. FORT STREET, SUITE 1950 DETROIT, MI 48226	CHIEF INVESTMENT OFFICER 40.00	134,300.	14,424.	0.
ANDREA M. COLE 333 W. FORT STREET, SUITE 1950 DETROIT, MI 48226	CHIEF EXECUTIVE OFFICER 40.00	211,500.	26,165.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		345,800.	40,589.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANDREA M. COLE, EXECUTIVE DIRECTOR AND CEO
333 W. FORD STREET, SUITE 1950
DETROIT, MI 48266

TELEPHONE NUMBER

(313) 309-3436

EMAIL ADDRESS

ACOLE@FLINNFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION ACCEPTS COMPETITVE PROPOSALS ONCE A YEAR THROUGH ITS ON-LINE GRANT APPLICATION SYSTEM.

ANY SUBMISSION DEADLINES

THE FDN ANNOUNCES RFPS ANNUALLY IN MAY, APPS ARE ACCEPTED THROUGH JULY AND ANNOUNCED IN SEPTEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION AWARDS GRANTS TO NON-PROFITS THAT DELIVER MENTAL HEALTH CARE AND SERVICES IN MICHIGAN.