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EXTENDED TO NOVEMBER 15, 2018

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: TWO SEVEN OH INC

A Employer identification number: 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 [X] 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) ▶$ 15,363,002.

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))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] 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	430,513.	430,513.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<496,884.>			
	b Gross sales price for all assets on line 6a 7,244,650.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	<66,361.>	430,523.		
Operating and Administrative Expenses	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	3,025.	1,513.		1,512.
	b Accounting fees				
	c Other professional fees STMT 4	35,984.	9,237.		26,747.
	17 Interest				
	18 Taxes STMT 5	10,137.	2,327.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	930.	0.		930.
	22 Printing and publications				
	23 Other expenses STMT 6	1,889.	0.		1,889.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	63,965.	16,077.		40,078.
	25 Contributions, gifts, grants paid	571,631.			571,631.
	26 **Total expenses and disbursements.** Add lines 24 and 25	635,596.	16,077.		611,709.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<701,957.>			
	b **Net investment income** (if negative, enter -0-)		414,446.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	180,367.	237,119.	237,119.
	2 Savings and temporary cash investments	116,791.	476,853.	476,853.
	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	3,788,803.	4,808,034.	4,940,965.
	b Investments - corporate stock STMT 9	5,513,147.	3,509,087.	3,588,192.
	c Investments - corporate bonds STMT 10	954,581.	1,144,632.	1,162,620.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	3,510,000.	3,728,973.	3,706,660.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	1,728,000.	1,248,000.	1,250,593.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,791,689.	15,152,698.	15,363,002.
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 ▶ STATEMENT 13)	5,519.	519.	
	23 **Total liabilities** (add lines 17 through 22)	5,519.	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	<2,213,830.>	<2,847,821.>	
	30 **Total net assets or fund balances**	15,786,170.	15,152,179.	
	31 **Total liabilities and net assets/fund balances**	15,791,689.	15,152,698.	

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	15,786,170.
2	Enter amount from Part I, line 27a	2	<701,957.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	67,966.
4	Add lines 1, 2, and 3	4	15,152,179.
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	15,152,179.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 SECURITY SALES		VARIOUS	12/31/17
b FIDELITY LONG TERM SECURITY SALES		VARIOUS	12/31/17
c MORGAN STANLEY LONG TERM SECURITY SALES		VARIOUS	12/31/17
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	3,436,958.		3,258,088.	178,870.
b	1,760,427.		1,722,017.	38,410.
c	2,047,265.		2,761,429.	<714,164.>
d				
e				

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

	(i) FMV 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				178,870.
b				38,410.
c				<714,164.>
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	<496,884.>
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 doesn't 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))
2016	560,376.	14,987,629.	.037389
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

2 **Total** of line 1, column (d)	2	.256367
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.051273
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	14,955,741.
5 Multiply line 4 by line 3	5	766,826.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,144.
7 Add lines 5 and 6	7	770,970.
8 Enter qualifying distributions from Part XII, line 4	8	611,709.

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	8,289.
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	8,289.
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	8,289.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a — 8,400.		
b	Exempt foreign organizations - tax withheld at source — 6b — 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 0.		
d	Backup withholding erroneously withheld — 6d — 0.		
7	Total credits and payments. Add lines 6a through 6d	7	8,400.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	4.
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	107.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 107. **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 the 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 2017 or the tax year beginning in 2017? See the 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 ▶ 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 2017, 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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017.) 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 2017?	4b		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No				
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No				
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No				
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No				
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, and 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	14,585,644.
b	Average of monthly cash balances		1b	597,849.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	15,183,493.
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	15,183,493.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	227,752.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	14,955,741.
6	**Minimum investment return.** Enter 5% of line 5		6	747,787.

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	747,787.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 8,289.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	8,289.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	739,498.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	739,498.
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	739,498.

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	611,709.
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	611,709.
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	611,709.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				739,498.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012 107,360.				
b From 2013 146,435.				
c From 2014 238,620.				
d From 2015				
e From 2016				
f Total of lines 3a through e	492,415.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 611,709.				
a Applied to 2016, 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 2017 distributable amount				611,709.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	127,789.			127,789.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	364,626.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	364,626.			
10 Analysis of line 9:				
a Excess from 2013 126,006.				
b Excess from 2014 238,620.				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	(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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email 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				
A FERAL HAVEN 15467 PORT SHELDON RD WEST OLIVE, MI 49460	NONE		SPAY/NEUTER PROGRAM, VACCINES	1,000.
AL-VAN HUMANE SOCIETY PO BOX 421 SOUTH HAVEN, MI 49090	NONE		KENNELS	10,000.
ALL SPECIES KINSHIP PO BOX 4055 BATTLE CREEK, MI 49016	NONE		SPAY/NEUTER PROGRAM	2,500.
ANGELS AMOUNG US 6258 CURTIS RD BRIDGEPORT, MI 48722	NONE		VACCINES	1,000.
ANIMAL SHELTER OF CRAWFORD COUNTY PO BOX 384 GRAYLING, MI 49738	NONE		SPAY/NEUTER PROGRAM	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	571,631.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10.	
4 Dividends and interest from securities			14	430,513.	
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	<496,884.>	
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.		<66,361.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <66,361.>

(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) (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) (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

Lynn Moran | 10/31/18 | PRESIDENT

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
J. THOMAS MACFARLANE	J Thomas MacFarlane	7/19/18		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** (2017)

723822 01-03-18

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
BARRY COUNTY ANIMAL SHELTER 540 N INDUSTRIAL PARK DR HASTINGS , MI 49058	NONE		TNR PROGRAM	10,000.
BERRIEN COUNTY ANIMAL CONTROL 1400 S EUCLID AVE BERRIEN CENTER, MI 49022	NONE		GENERAL OPERATING BUDGET	100.
BLUE WATER AREA HUMANE SOCIETY 6266 LAPEER RD CLYDE, MI 48049	NONE		LAUNDRY ROOM RENOVATION, SPAY/NEUTER PROGRAM	14,350.
BRANCH AREA RESCUE COALITION 30 W. CHICAGO STREET COLDWATER, MI 49036	NONE		TNR PROGRAM	1,000.
BROWNSTOWN TOWNSHIP ANIMAL CONTROL 23700 LILLIAN RD BROWNSTOWN TWP, MI 48183	NONE		SPAY/NEUTER PROGRAM	4,148.
BUSTER FOUNDATION PO BOX 233 BELLEVILLE, MI 48112	NONE		MEDICAL EXPENSES	500.
CALHOUN COUNTY ANIMAL CENTER 165 SOUTH UNION ST BATTLE CREEK, MI 49014	NONE		SPAY/NEUTER PROGRAM	10,000.
CAROL'S FERALS PO BOX 150186 GRAND RAPIDS , MI 49515	NONE		SPAY/NEUTER PROGRAM	2,455.
CASCADE'S HUMANE SOCIETY 1515 CARMEN DR JACKSON, MI 49202	NONE		DENTAL MACHINE	1,592.
CHEBOYGAN COUNTY HUMANE SOCIETY 1536 HACKLEBURG RD CHEBOYGAN, MI 49721	NONE		CAT CAGES, COMMERCIAL DISHWASHING UNIT, KENNEL RENOVATIONS	32,576.
Total from continuation sheets				555,631.

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
CHERRYLAND HUMANE SOCIETY 1750 AHLBERG RD TRAVERSE CITY, MI 49684	NONE		SPAY/NEUTER PROGRAM	10,000.
CHIPPEWA COUNTY ANIMAL CONTROL 3660 S MACKINAC TRAIL SAULT STE MARIE, MI 49783	NONE		GENERAL OPERATING BUDGET	100.
CLARE COUNTY ANIMAL SHELTER 4040 HAZEL RD, PO BOX 438 HARRISON, MI 48625	NONE		GENERAL OPERATING BUDGET	250.
COMMUNITY CATS TNR PO BOX 384 LUDINGTON, MI 49431	NONE		TNR PROGRAM	1,000.
COMPANION CATS PO BOX 2568 BATTLE CREEK, MI 49016	NONE		TNR PROGRAM	1,000.
COOPER COUNTRY HUMANE SOCIETY PO BOX 453 HOUGHTON, MI 49931	NONE		CAT CONDOS, KENNEL RENOVATIONS	8,781.
DELTA ANIMAL SHELTER 6975 CO. 426 M.5 RD ESCANABA, MI 49829	NONE		CAT CONDOS	20,000.
DEVOTED FRIENDS ANIMAL SOCIETY 600 TIMBER HILL DR OTRONVILLE, MI 48462	NONE		SPAY/NEUTER PROGRAM	2,000.
EATON COUNTY HUMANE SOCIETY PO BOX 233 OLIVET, MI 49076	NONE		GENERAL OPERATING BUDGET	100.
ELK COUNTRY ANIMAL SHELTER PO BOX 434 ATLANTA, MI 49709	NONE		SPAY/NEUTER PROGRAM, VACCINES, MICROCHIPS	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EVA BURRELL ANIMAL SHELTER 6091 W US HIGHWAY 2 MANISTIQUE, MI 49854	NONE		SPAY/NEUTER PROGRAM	5,000.
FLAT ROCK ANIMAL SHELTER 25500 GIBRALTAR RD FLAT ROCK, MI 48134	NONE		ROOF REPAIR	6,000.
FRIENDS OF MICHIGAN ANIMALS RESCUE 51299 ARKONA RD BELLEVILLE, MI 48111	NONE		TNR PROGRAM, EMERGENCY MEDICAL FUND	7,500.
GENESEE COUNTY ANIMAL CONTROL 4351 W PASADENA AVE FLINT TOWNSHIP, MI 48504	NONE		SPAY/NEUTER PROGRAM	10,000.
GLADWIN COUNTY ANIMAL CONTROL 401 WEST CEDAR AVE GLADWIN, MI 48624	NONE		SPAY/NEUTER PROGRAM	4,513.
GRATIOT ANIMALS IN NEED 1346 E BUCHANAN ITHICA, MI 48847	NONE		SPAY/NEUTER PROGRAM, VACCINES, CAT CONDOS	2,200.
GREATER HILLSDALE HUMANE SOCIETY 3881 TRIPP ROAD OSSEO, MI 49266	NONE		CRATES, FLEA PREVENTION	2,489.
GROSSE POINTE ANIMAL ADOPTION SOCIETY 296 CHALFONTE AVE GROSSE POINTE FARMS, MI 48236	NONE		SPAY/NEUTER PROGRAM	5,000.
HAPPY HEARTS FELINE RESCUE 10905 PLEASANT LAKE ROAD MANCHESTER , MI 48158	NONE		SPAY/NEUTER PROGRAM	975.
HARBOR HUMANE SOCIETY 14345 BAGLEY STREET WEST OLIVE, MI 49460	NONE		POLE BARN CONSTRUCTION	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HELP ORPHANED PETS EVERYWHERE PO BOX 261 IRONWOOD , MI 49938	NONE		SPAY/NEUTER PROGRAM	4,620.
HUMANE SOCIETY AND ANIMAL RESCUE OF MUSKEGON 2640 MARQUETTE AVE MUSKEGON, MI 49442	NONE		SPAY/NEUTER PROGRAM	6,000.
HUMANE SOCIETY OF BAY COUNTY 1607 MARQUETTE AVE BAY CITY , MI 48706	NONE		TNR PROGRAM	1,000.
HUMANE SOCIETY OF GENESEE COUNTY PO BOX 190138 BURTON, MI 48529	NONE		CAT & INTAKE AREA RENOVATIONS	5,000.
HUMANE SOCIETY OF SOUTH CENTRAL MICHIGAN 2500 WATKINS ROAD BATTLE CREEK, MI 49015	NONE		ELECTRICAL UPDATES	24,275.
HUMANE SOCIETY OF SOUTHWESTERN MICHIGAN PO BOX 305 ST JOSEPH, MI 49085	NONE		SPAY/NEUTER PROGRAM	10,000.
HUMANE SOCIETY OF ST CLAIR COUNTY 6177 FRED MOORE HWY ST CLAIR, MI 48079	NONE		TNR PROGRAM	9,621.
IONIA COUNTY ANIMAL SHELTER 3853 SPARROW DRIVE IONIA, MI 48846	NONE		RABIES VACCINE PROGRAM	4,040.
KALAMAZOO COUNTY ANIMAL SERVICES 2500 LAKE ST KALAMAZOO, MI 49048	NONE		GENERAL OPERATING BUDGET	100.
KALAMAZOO HUMANE SOCIETY 4239 SOUTH WESTNEDGE AVE KALAMAZOO, MI 49008	NONE		INDUSTRIAL AUTOCLAVE MACHINE, WASHER/DRYER	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAKE COUNTY DOG POUND 1153 N MICHIGAN AVE BALDWIN, MI 49304	NONE		GENERAL OPERATING BUDGET	250.
LAPEER COUNTY ANIMAL SHELTER 2396 WEST GENESEE STREET LAPEER , MI 48446	NONE		ISOLATION ROOM RENOVATION	19,953.
LENAWEE HUMANE SOCIETY 705 W BEECHER ST ADRIAN , MI 49221	NONE		LAUNDRY ROOM RENOVATION	20,000.
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY RD HARBOR SPRINGS , MI 49740	NONE		SPAY IT FORWARD PROGRAM	9,825.
LIVINGSTON COUNTY ANIMAL CONTROL 418 SOUTH HIGHLANDER WAY HOWELL, MI 48843	NONE		STREET FRONT SIGN	8,425.
MACOMB COUNTY ANIMAL SHELTER 21417 DUNHAM ROAD CLINTON TWP, MI 48036	NONE		STAINLESS STEEL CAGES	10,000.
MANISTEE COUNTY HUMANE SOCIETY 736 PAWS TRAIL MANISTEE, MI 49660	NONE		KENNEL FLOOR RENOVATIONS	8,450.
MENOMINEE ANIMAL SHELTER PO BOX 673 MENOMINEE , MI 49858	NONE		VET EQUIPMENT/SURGICAL SINK	3,300.
MICHIGAN ANIMAL ADOPTION NETWORK PO BOX 566 TROY, MI 48099	NONE		SPAY/NEUTER PROGRAM, VACCINES, FLEA PREVENTION	2,620.
MIDLAND COUNTY HUMANE SOCIETY PO BOX 1034 MIDLAND , MI 48640	NONE		SPAY/NEUTER PROGRAM	10,000.
Total from continuation sheets				

723631
04-01-17

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
MONROE COUNTY ANIMAL CONTROL 911 S RAISINVILLE RD MONROE , MI 48161	NONE		STAINLESS STELL CAGES	67,067.
NBS ANIMAL RESCUE 35 WEST SQUARE LAKE ROAD TROY, MI 48098	NONE		SENIOR FUND	2,500.
NEWAYGO COUNTY ANIMAL SHELTER 1035 E JAMES ST, PO BOX 845 WHITE CLOUD , MI 49349	NONE		SPAY/NEUTER PROGRAM	1,000.
NOAH PROJECT 5205 AIRLINE RD MUSKEGON, MI 49444	NONE		INDUSTRIAL DISHWASHER, FLOOR RENOVATION	25,000.
NORTHWOODS ANIMAL COALITION PO BOX 1002 KALKASKA, MI 49646	NONE		SPAY/NEUTER PROGRAM	1,000.
NORTHWOODS ANIMAL SHELTER 930 SELDON RD IRON RIVER, MI 49935	NONE		DOG BEDS/CAT CLIMBING MOUNTS	10,000.
OAKLAND COUNTY ANIMAL CONTROL 1700 BROWN RD AUBURN HILLS, MI 48326	NONE		ANIMAL CRUELTY INVESTIGATION EQUIPMENT	2,000.
OCEANA COUNTY ANIMAL CONTROL 2185 W BASELINE RD SHELBY, MI 49455	NONE		SPAY/NEUTER PROGRAM	10,000.
OSCEOLA COUNTY ANIMAL CONTROL 502 N SAVIDGE ST REED CITY, MI 49677	NONE		GENERAL OPERATING BUDGET	100.
PAWS OF MICHIGAN PO BOX 2184 RIVERVIEW , MI 48193	NONE		TNR PROGRAM	2,500.
Total from continuation sheets				

723631
04-01-17

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
REFURBISHED PETS OF SOUTHERN MICHIGAN PO BOX 83 COLDWATER, MI 49036	NONE		CORRECTIONAL COMPANION PROGRAM - VET COSTS/PREVENTATIVE MEDICINES	1,000.
SAFE HAVEN HUMANE SOCIETY PO BOX 55 IONIA, MI 48846	NONE		SPAY/NEUTER PROGRAM	1,000.
SANILAC COUNTY HUMANE SOCIETY PO BOX 27 CARSONVILLE, MI 48419	NONE		DESKTOP COMPUTERS/SOFTWARE, MEDICAL EQUIPMENT	12,785.
SHELTER TO HOME 266 OAK ST WYANDOTTE, MI 48192	NONE		EMERGENCY MEDICAL FUND	5,000.
SPAY NEUTER ASSISTANCE PROGRAM PO BOX 352 NILES , MI 49120	NONE		SPAY/NEUTER PROGRAM	1,000.
ST JOSEPH ANIMAL CONTROL PO BOX 189 CENTERVILLE, MI 49032	NONE		SPAY/NEUTER PROGRAM	15,000.
STERLING HEIGHTS POLICE DEPARTMENT 40333 DODGE PARK ROAD STERLING HEIGHTS , MI 48313	NONE		KENNELS/CAT CONDOS, WASHER/DRYER WITH HOOKUPS	11,446.
VOICELESS - MI PO BOX 730 CHARLOTTE, MI 48813	NONE		TNR PROGRAM	6,125.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
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 INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY DIVIDENDS	90,567.	0.	90,567.	90,567.	
FIDELITY INTEREST	74,989.	0.	74,989.	74,989.	
FIDELITY TAX EXEMPT INTEREST	10,002.	0.	10,002.	10,002.	
MORGAN STANLEY DIVIDENDS	1,519.	0.	1,519.	1,519.	
MORGAN STANLEY INTEREST	234,719.	0.	234,719.	234,719.	
MORGAN STANLEY TAX EXEMPT INTEREST	18,717.	0.	18,717.	18,717.	
TO PART I, LINE 4	430,513.	0.	430,513.	430,513.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLARK HILL PLC	3,025.	1,513.		1,512.
TO FM 990-PF, PG 1, LN 16A	3,025.	1,513.		1,512.

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	35,663.	8,916.		26,747.
FIDELITY FEES	321.	321.		0.
TO FORM 990-PF, PG 1, LN 16C	35,984.	9,237.		26,747.

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.
2017 QUARTERLY ESTIMATES	4,714.	0.		0.
FOREIGN TAX PAID (FIDELITY)	2,327.	2,327.		0.
2016 TAX EXTENSION AMOUNT	1,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,137.	2,327.		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.		20.
BOOKS, SUBSCRIPTIONS, REFERENCE	995.	0.		995.
POSTAGE AND MAILING EXPENSES	303.	0.		303.
WEBSITE HOSTING	196.	0.		196.
OFFICE SUPPLIES	375.	0.		375.
TO FORM 990-PF, PG 1, LN 23	1,889.	0.		1,889.

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR ASSET VALUATION DIFFERENCES	67,341.
ADJUSTMENT FOR TAX VS BOOK DIFFERENCES	625.
TOTAL TO FORM 990-PF, PART III, LINE 3	67,966.

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	4,808,034.	4,940,965.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,808,034.	4,940,965.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,808,034.	4,940,965.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY COMMON STOCKS	66,390.	113,524.
FIDELITY STOCKS	2,942,697.	3,474,668.
MORGAN STANLEY PREFERRED STOCKS	500,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,509,087.	3,588,192.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CORPORATE BONDS	100,000.	108,704.
FIDELITY BONDS	1,044,632.	1,053,916.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,144,632.	1,162,620.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY OTHER HOLDINGS	COST	3,638,000.	3,609,397.
FIDELITY ETP	COST	90,973.	97,263.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,728,973.	3,706,660.

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	1,728,000.	1,248,000.	1,250,593.
TO FORM 990-PF, PART II, LINE 15	1,728,000.	1,248,000.	1,250,593.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES	519.	519.
GRANT PAYABLE	5,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,519.	519.

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 PO BOX 280 NEW HUDSON, MI 48165	PRESIDENT 10.00	0.	0.	0.
LYNN MORAN PO BOX 280 NEW HUDSON, MI 48165	SECRETARY 3.00	0.	0.	0.
LYNN MORAN PO BOX 280 NEW HUDSON, MI 48165	TREASURER 2.00	0.	0.	0.
KATHERINE LYNN MORAN PO BOX 280 NEW HUDSON, MI 48165	TRUSTEE 2.00	0.	0.	0.
AMANDA ANN MORAN PO BOX 280 NEW HUDSON, MI 48165	TRUSTEE 2.00	0.	0.	0.
MADISON DIANNE MORAN PO BOX 280 NEW HUDSON, MI 48165	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.