EXTENDED TO NOVEMBER 15, 2019   29491285023119

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

2018

Open to Public Inspection

For calendar year 2018 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 [ ] 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

04

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) ▶$ 14,436,519.

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	Description	(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	447,798.	447,798.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	137,660.			
	b	Gross sales price for all assets on line 6a 7,147,055.				
	7	Capital gain net income (from Part IV, line 2)		137,660.		
	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	585,468.	585,468.		
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	5,726.	2,863.		2,863.
	b	Accounting fees				
	c	Other professional fees STMT 4	48,128.	13,168.		34,960.
	17	Interest				
	18	Taxes STMT 5	10,960.	851.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	1,828.	995.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	78,642.	20,877.		46,823.
	25	Contributions, gifts, grants paid	721,163.			721,163.
	26	**Total expenses and disbursements.** Add lines 24 and 25	799,805.	20,877.		767,986.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-214,337.			
	b	**Net investment income** (if negative, enter -0-)		564,591.		
	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	237,119.	245,388.	245,388.
	2 Savings and temporary cash investments	476,853.	522,008.	522,008.
	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	4,808,034.	4,487,352.	4,470,852.
	b Investments - corporate stock STMT 9	3,509,087.	3,371,444.	3,007,597.
	c Investments - corporate bonds STMT 10	1,144,632.	1,141,926.	1,116,996.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	3,728,973.	4,679,822.	4,603,425.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	1,248,000.	480,000.	470,253.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,152,698.	14,927,940.	14,436,519.
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 ▶ PAYROLL TAXES)	519.	519.	
	23 **Total liabilities** (add lines 17 through 22)	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	-2,847,821.	-3,072,579.	
	30 **Total net assets or fund balances**	15,152,179.	14,927,421.	
	31 **Total liabilities and net assets/fund balances**	15,152,698.	14,927,940.	

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	15,152,179.
2	Enter amount from Part I, line 27a	2	-214,337.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,937,842.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	10,421.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,927,421.

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 SALES	P	VARIOUS	12/31/18
b	FIDELITY LONG TERM SALES	P	VARIOUS	12/31/18
c	MORGAN STANLEY LONG TERM SALES	P	VARIOUS	12/31/18
d	LEHMAN BROTHERS LITIGATION SETTLEMENT	P	VARIOUS	12/31/18
e	HOLLY ENERGY PARTNERS (RETURN OF CAPITAL)	P	VARIOUS	03/31/18

	(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	4,145,574.		4,224,872.	-79,298.
b	1,888,642.		1,690,138.	198,504.
c	1,110,197.		1,094,385.	15,812.
d	720.			720.
e	1,922.			1,922.

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				-79,298.
b				198,504.
c				15,812.
d				720.
e				1,922.

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 } 2 137,660.

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))
2017	611,709.	14,955,741.	.040901
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

2	**Total** of line 1, column (d)	2	.240443
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	.048089
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	14,597,456.
5	Multiply line 4 by line 3	5	701,977.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,646.
7	Add lines 5 and 6	7	707,623.
8	Enter qualifying distributions from Part XII, line 4	8	767,986.

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	5,646.
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	5,646.
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	5,646.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 8,320.		
b	Exempt foreign organizations - tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,000.		
d	Backup withholding erroneously withheld — 6d: 0.		
7	Total credits and payments. Add lines 6a through 6d	7	10,320.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	42.
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	4,632.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶ 4,632. **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 2018 or the tax year beginning in 2018? 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

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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 2018, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 2018 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 2018.) 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 2018?	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		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No			

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 13		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	14,282,637.
b	Average of monthly cash balances	1b	537,115.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,819,752.
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	14,819,752.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	222,296.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,597,456.
6	**Minimum investment return.** Enter 5% of line 5	6	729,873.

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	729,873.
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a: 5,646.		
b	Income tax for 2018. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,646.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	724,227.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	724,227.
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	724,227.

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	767,986.
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	767,986.
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	5,646.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	762,340.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				724,227.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013 — 126,006.				
b From 2014 — 238,620.				
c From 2015				
d From 2016				
e From 2017				
f **Total** of lines 3a through e	364,626.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 767,986.				
a Applied to 2017, 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 2018 distributable amount				724,227.
e Remaining amount distributed out of corpus	43,759.			
5 Excess distributions carryover applied to 2018 (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	408,385.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	126,006.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	282,379.			
10 Analysis of line 9:				
a Excess from 2014 — 238,620.				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018 — 43,759.				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	(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).)

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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., 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*				
AL-VAN HUMANE SOCIETY PO BOX 421 SOUTH HAVEN, MI 49090	NONE		ELECTRICAL UPGRADES	15,000.
ALL SPECIES KINSHIP PO BOX 4055 BATTLE CREEK, MI 49016	NONE		SPAY/NEUTER PROGRAM	4,650.
ANGELS AMOUNG US 6258 CURTIS RD BRIDGEPORT, MI 48722	NONE		MEDICAL EXPENSES	1,000.
ANIMAL SHELTER OF CRAWFORD COUNTY PO BOX 384 GRAYLING, MI 49738	NONE		SPAY/NEUTER PROGRAM	2,500.
BARRY COUNTY ANIMAL SHELTER 540 N INDUSTRIAL PARK DR HASTINGS, MI 49058	NONE		TNR PROGRAM	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	721,163.
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) Exclu-sion 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	447,798.	
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			14	137,660.	
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.		585,468.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 585,468.

(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**

		Line	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

Signature of officer or trustee: Lynn Moran — Date: 9/19/19 — Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J. THOMAS MACFARLANE		6/5/19		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

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
BRANCH AREA RESCUE COALITION 30 W. CHICAGO STREET COLDWATER, MI 49036	NONE		TNR PROGRAM	4,966.
BROWNSTOWN TOWNSHIP ANIMAL CONTROL 23700 LILLIAN RD BROWNSTOWN TWP, MI 48183	NONE		SPAY/NEUTER PROGRAM AND MEDICAL EXPENSES	10,000.
CALHOUN COUNTY ANIMAL CENTER 165 SOUTH UNION ST BATTLE CREEK, MI 49014	NONE		SPAY/NEUTER PROGRAM	10,000.
CASCADE'S HUMANE SOCIETY 1515 CARMEN DR JACKSON, MI 49202	NONE		AUTOCLAVE MACHINE	5,396.
CHEBOYGAN COUNTY HUMANE SOCIETY 1536 HACKLEBURG RD CHEBOYGAN, MI 49721	NONE		BUILDING RENOVATIONS/FENCE	20,000.
CHERRYLAND HUMANE SOCIETY 1750 AHLBERG RD TRAVERSE CITY, MI 49684	NONE		SPAY/NEUTER PROGRAM	10,000.
CLARE COUNTY ANIMAL SHELTER 4040 HAZEL RD, PO BOX 438 HARRISON, MI 48625	NONE		SPAY/NEUTER PROGRAM	4,080.
COMMUNITY CATS TNR PO BOX 384 LUDINGTON, MI 49431	NONE		MEDICAL EXPENSES	1,000.
COMPANION CATS PO BOX 2568 BATTLE CREEK, MI 49016	NONE		TNR PROGRAM	10,000.
COPPER COUNTRY HUMANE SOCIETY PO BOX 453 HOUGHTON, MI 49931	NONE		CAT CONDOS, KENNEL RENOVATIONS	8,727.
Total from continuation sheets				688,013.

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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
DELTA ANIMAL SHELTER 6975 CO. 426 M.5 RD ESCANABA, MI 49829	NONE		MEDICAL ROOM EQUIPMENT	20,000.
EATON COUNTY HUMANE SOCIETY PO BOX 233 OLIVET, MI 49076	NONE		TNR PROGRAM	10,000.
ELK COUNTRY ANIMAL SHELTER PO BOX 434 ATLANTA, MI 49709	NONE		BUILDING RENOVATIONS	15,000.
FLAT ROCK ANIMAL SHELTER 25500 GIBRALTAR RD FLAT ROCK, MI 48134	NONE		FLOOR RENOVATION	10,000.
FRIENDS OF MICHIGAN ANIMALS RESCUE 51299 ARKONA RD BELLEVILLE, MI 48111	NONE		KENNEL RENOVATIONS	10,000.
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	10,000.
GREATER HILLSDALE HUMANE SOCIETY 3881 TRIPP ROAD OSSEO, MI 49266	NONE		UPGRADED VENTILATION SYSTEM	5,000.
GROSSE POINTE ANIMAL ADOPTION SOCIETY 296 CHALFONTE AVE GROSSE POINTE FARMS, MI 48236	NONE		SPAY/NEUTER PROGRAM	10,000.
HAPPY HEARTS FELINE RESCUE 10905 PLEASANT LAKE ROAD MANCHESTER, MI 48158	NONE		SPAY/NEUTER PROGRAM	975.
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
HELP ORPHANED PETS EVERYWHERE PO BOX 261 IRONWOOD, MI 49938	NONE		SPAY/NEUTER PROGRAM	5,496.
HUMANE SOCIETY OF BAY COUNTY 1607 MARQUETTE AVE BAY CITY, MI 48706	NONE		NEW BUILDING RENOVATION	5,000.
HUMANE SOCIETY OF GENESEE COUNTY G 3325 S DORT HIGHWAY BURTON, MI 48519	NONE		KENNEL RENOVATIONS	10,000.
HUMANE SOCIETY OF SOUTH CENTRAL MICHIGAN 2500 WATKINS ROAD BATTLE CREEK, MI 49015	NONE		EQUIPMENT/INSTALLATION FOR ENERGY EFFICIENCY PROGRAM	29,488.
HUMANE SOCIETY OF SOUTHWESTERN MICHIGAN 5400 NILES RD ST JOSEPH, MI 49085	NONE		SPAY/NEUTER PROGRAM	7,200.
HUMANE SOCIETY OF ST CLAIR COUNTY 6177 FRED MOORE HWY ST CLAIR, MI 48079	NONE		SPAY/NEUTER PROGRAM	3,820.
KALAMAZOO HUMANE SOCIETY 4239 SOUTH WESTNEDGE AVE KALAMAZOO, MI 49008	NONE		MEDICAL ROOM EQUIPMENT	10,000.
LENAWEE HUMANE SOCIETY 705 W BEECHER ST ADRIAN, MI 49221	NONE		TUB ROOM RENOVATION AND CAT ROOM EQUIPMENT	13,020.
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY RD HARBOR SPRINGS, MI 49740	NONE		SPAY IT FORWARD PROGRAM	4,950.
MACOMB COUNTY ANIMAL CONTROL 21417 DUNHAM ROAD CLINTON TWP, MI 48036	NONE		KENNELS, PLAY YARD ENHANCEMENTS	15,000.
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
MANISTEE COUNTY HUMANE SOCIETY 736 PAWS TRAIL MANISTEE, MI 49660	NONE		KENNEL RENOVATIONS	20,000.
MENOMINEE ANIMAL SHELTER PO BOX 673 MENOMINEE, MI 49858	NONE		SPAY/NEUTER PROGRAM	5,000.
MICHIGAN ANIMAL ADOPTION SOCIETY 938 PONTSMOUTH DR TROY, MI 48099	NONE		SPAY/NEUTER PROGRAM	1,745.
MONROE COUNTY ANIMAL CONTROL 911 S RAISINVILLE RD MONROE, MI 48161	NONE		SPAY/NEUTER PROGRAM	5,595.
NORTHWOODS ANIMAL COALITION PO BOX 1002 KALKASKA, MI 49646	NONE		SPAY/NEUTER PROGRAM	5,000.
NORTHWOODS ANIMAL SHELTER 930 SELDON RD IRON RIVER, MI 49935	NONE		WASHER/DRYER	15,000.
OCEANA COUNTY ANIMAL CONTROL 2185 W BASELINE RD SHELBY, MI 49455	NONE		SPAY/NEUTER PROGRAM	10,000.
PAWS OF MICHIGAN PO BOX 2184 RIVERVIEW, MI 48193	NONE		TNR PROGRAM	2,500.
REFURBISHED PETS OF SOUTHERN MICHIGAN PO BOX 83 COLDWATER, MI 49036	NONE		MEDICAL EXPENSES	5,000.
SAFE HAVEN HUMANE SOCIETY PO BOX 55 IONIA, MI 48846	NONE		SPAY/NEUTER PROGRAM	2,200.
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
SANILAC COUNTY HUMANE SOCIETY PO BOX 27 CARSONVILLE, MI 48419	NONE		SECURITY SYSTEM UPGRADES	7,000.
SHELTER TO HOME 266 OAK ST WYANDOTTE, MI 48192	NONE		MEDICAL EXPENSES	10,000.
SPAY NEUTER ASSISTANCE PROGRAM PO BOX 352 NILES, MI 49120	NONE		SPAY/NEUTER PROGRAM	5,000.
ST JOSEPH ANIMAL CONTROL PO BOX 252 CENTERVILLE, MI 49032	NONE		SPAY/NEUTER PROGRAM	9,216.
ANIMAL RESCUE COALITION 18400 220TH AVE BIG RAPIDS , MI 49307	NONE		SPAY/NEUTER PROGRAM	2,344.
ANIMALS BEST FRIEND FUND PO BOX 443 OSHTEMO, MI 49077	NONE		TNR PROGRAM, EMERGENCY VET EXPENSES	5,000.
ARENAC COUNTY ANIMAL CONTROL 3750 FOCO ROAD STANDISH, MI 48658	NONE		SPAY/NEUTER PROGRAM, MEDICAL EXPENSES	10,000.
BENZIE COUNTY ANIMAL CONTROL 543 S MICHIGAN AVE BEULAH, MI 49617	NONE		SPAY/NEUTER PROGRAM	10,000.
CHARLEVOIX COUNTY HUMANE SOCIETY 614 BEARSLEY ST BOYNE CITY, MI 49712	NONE		TNR PROGRAM, SPAY/NEUTER PROGRAM	2,340.
DOWNRIVER CENTRAL ANIMAL CONTROL 3200 BIDDLE AVENUE WYANDOTTE, MI 48192	NONE		FACILITY RENOVATIONS	27,811.
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
EATON COUNTY ANIMAL CONTROL 756 COURTHOUSE RD CHARLOTTE, MI 48813	NONE		SPAY/NEUTER PROGRAM	3,011.
FRIENDS FOR THE DEARBORN ANIMAL SHELTER 2661 GREENFIELD RD DEARBORN, MI 48120	NONE		FOSTER KITTEN KITS	8,000.
HELP FROM MY FRIENDS 3820 RITT RD BELLAIRE, MI 49615	NONE		SPAY/NEUTER PRORGRAM, MEDICAL EXPENSES	10,000.
HUMANE ANIMAL TREATMENT SOCIETY 1105 S ISABELLA RD MOUNT PLEASANT, MI 48858	NONE		EMERGENCY MEDICAL EXPENSES	10,000.
HUMANE SOCIETY OF ALGER COUNTY 510 MUNISING AVE MUNISING, MI 49862	NONE		SPAY/NEUTER PROGRAM	3,762.
INGHAM COUNTY ANIMAL CONTROL 600 CURTIS STREET MASON, MI 48854	NONE		MEDICAL EXPENSES	4,919.
LOCAL ANIMAL SHELTER SUPPORT PO BOX 160 PENTWATER, MI 49449	NONE		EMERGENCY MEDICAL FUND	10,000.
LUCKY DAY ANIMAL RESCUE PO BOX 13 GRAND BLANC, MI 48480	NONE		SENIOR MEDICAL EXPENSES	2,105.
MACKINAC COUNTY ANIMAL SHELTER 980 CHEESEMAN RD ST IGNACE, MI 49781	NONE		FOOD/LITTER	5,000.
MICHIGAN ANIMAL RESCUE LEAGUE 790 FEATHERSTONE PONTIAC, MI 48342	NONE		SPAY/NEUTER PROGRAM	10,000.
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
MICHIGAN HUMANE SOCIETY 30300 TELEGRAPH RD STE 220 BINGHAM FARMS, MI 48025	NONE		KENNEL RENOVATIONS	24,454.
MISSAUKEE HUMANE SOCIETY PO BOX D LAKE CITY, MI 49651	NONE		CAT QUARANTINE PROJECT RENOVATIONS/EQUIPMENT	30,000.
NEW BEGININGS ANIMAL RESCUE 2502 ROCHESTER RD ROYAL OAK, MI 48073	NONE		SPAY/NEUTER PROGRAM, MEDICAL EXPENSES	5,000.
OGEMAW COUNTY HUMANE SOCIETY 1367 S M-33 WEST BRANCH, MI 48661	NONE		SPAY/NEUTER PROGRAM	8,093.
ONTONAGON COUNTY ANIMAL PROTECTION PO BOX 315 ONTONAGON, MI 49953	NONE		SPAY/NEUTER PROGRAM	3,755.
ROSCOMMON COUNTY ANIMAL SHELTER 1110 SHORT DR PRUDENVILLE, MI 48651	NONE		SPAY/NEUTER PROGRAM, MEDICAL EXPENSES	9,860.
SANILAC COUNTY ANIMAL CONTROL 35 CAMPBELL RD SANDUSKY, MI 48471	NONE		FLOOR RENOVATION	8,295.
SOS ANIMAL RESCUE PO BOX 1135 MIDLAND, MI 48641	NONE		TNR PROGRAM	2,500.
SPAY NEUTER ANIMAL PROJECT PO BOX 802 MOUNT PLEASANT, MI 48804	NONE		SPRAY/NEUTER PROGRAM	2,500.
VOLUNTEERS FOR MUSKEGON COUNTY ANIMAL CONTROL 3840 EASTBROOK DR MUSKEGON, MI 49444	NONE		MEDICAL EXPENSES	5,000.
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
WEXFORD COUNTY ANIMAL SHELTER 820 CARMEL ST CADILLAC, MI 49601	NONE		SPAY/NEUTER PROGRAM	1,000.
CANNONSVILLE CRITTERS PO BOX 94 STANTON, MI 48888	NONE		SPAY/NEUTER PROGRAM	1,000.
WISHBONE PET RESCUE ALLIANCE PO BOX 124 DOUGLAS, MI 49406	NONE		FOOD FOR PET PANTRY PROGRAM	10,000.
TEACHERS PET 38267 FERNHILL COURT CLINTON TWP, MI 48038	NONE		PROGRAM EXPENSES	5,000.
MID-MICHIGAN HUMANE SOCIETY PO BOX 577 STANTON, MI 48888	NONE		SPAY/NEUTER PROGRAM	4,460.
ANIMAL AID OF BRANCH COUNTY 217 N FISKE ROAD COLDWATER, MI 49036	NONE		SPAY/NEUTER PROGRAM	1,000.
HUMANE SOCIETY OF MIDLAND COUNTY 4371 E ASHMAN ST MIDLAND, MI 48642	NONE		KENNEL RENOVATIONS	48,430.
LAST DAY DOG RESCUE PO BOX 51935 LIVONIA, MI 48151	NONE		MICROCHIPS	1,000.
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	95,127.	0.	95,127.	95,127.	
FIDELITY INTEREST	89,082.	0.	89,082.	89,082.	
FIDELITY TAX EXEMPT INTEREST	14,858.	0.	14,858.	14,858.	
MORGAN STANLEY DIVIDENDS	1,566.	0.	1,566.	1,566.	
MORGAN STANLEY INTEREST	234,115.	0.	234,115.	234,115.	
MORGAN STANLEY TAX EXEMPT INTEREST	13,050.	0.	13,050.	13,050.	
TO PART I, LINE 4	447,798.	0.	447,798.	447,798.	

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	5,726.	2,863.		2,863.
TO FM 990-PF, PG 1, LN 16A	5,726.	2,863.		2,863.

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	46,613.	11,653.		34,960.
FIDELITY FEES	1,515.	1,515.		0.
TO FORM 990-PF, PG 1, LN 16C	48,128.	13,168.		34,960.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2018 PAYROLL TAXES	1,896.	0.		0.
2018 QUARTERLY ESTIMATES	8,213.	0.		0.
FOREIGN TAX PAID (FIDELITY)	851.	851.		0.
TO FORM 990-PF, PG 1, LN 18	10,960.	851.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE OF MICHIGAN FEE	20.	0.		0.
BOOKS, SUBSCRIPTIONS, REFERENCE	995.	995.		0.
POSTAGE AND MAILING EXPENSES	157.	0.		0.
WEBSITE HOSTING	158.	0.		0.
OFFICE SUPPLIES	498.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,828.	995.		0.

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR TAX VS BOOK DIFFERENCES (WASH SALES ADJUSTMENT)	7,373.
ADJUSTMENT FOR TAX VS BOOK DIFFERENCES (BOND PREMIUM AMORTIZATION)	3,048.
TOTAL TO FORM 990-PF, PART III, LINE 5	10,421.

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	4,487,352.	4,470,852.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,487,352.	4,470,852.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,487,352.	4,470,852.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY COMMON STOCKS	54,989.	73,096.
FIDELITY STOCKS	2,816,455.	2,934,501.
MORGAN STANLEY PREFERRED STOCKS	500,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,371,444.	3,007,597.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CORPORATE BONDS	100,000.	103,030.
FIDELITY BONDS	1,041,926.	1,013,966.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,141,926.	1,116,996.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY OTHER HOLDINGS	COST	4,679,822.	4,603,425.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,679,822.	4,603,425.

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	1,248,000.	480,000.	470,253.
TO FORM 990-PF, PART II, LINE 15	1,248,000.	480,000.	470,253.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

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.