

Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply



Initial return



Initial return of a former public charity



Final return



Amended return



Address change



Name change

Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

**GREGORY D. AND KIMBERLEE K. WHITE
FOUNDATION**

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

1050 NORTH MACOMB STREET

Room/suite

City or town, state, and ZIP code

MONROE**MI 48162**

H Check type of organization:



Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c),

line 16) **\$ 739,783**

J Accounting method:



Cash



Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

26-6688253

B Telephone number (see page 10 of the instructions)

734-241-1303C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐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** (Thetotal of amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))(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 (attach schedule)
- 2 Check ☐ if the foundation is not required to attach Sch. B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10 **STMT 1**
- b Gross sales price for all assets on line 6a **288,395**
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns & allowances
- b Less Cost of goods sold
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule)
- 12 Total. Add lines 1 through 11

678,593**28,549****28,549****-114,579****288,395****0****0****592,563****28,549****0**

Operating and Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule) **SEE STMT 2**
- b Accounting fees (attach schedule)
- c Other professional fees (attach schedule)
- 17 Interest
- 18 Taxes (attach schedule) (see page 14 of the instructions)
- 19 Depreciation (attach schedule) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (att. sch) **STMT 3**
- 24 Total operating and administrative expenses.
- Add lines 13 through 23
- 25 Contributions, gifts, grants paid
- 26 Total expenses and disbursements. Add lines 24 and 25

4,511**4,511****6,191****5,406****10,702****5,406****4,511****33,003****33,003****43,705****5,406****0****37,514**

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

548,858

b Net investment income (if negative, enter -0-)

23,143

c Adjusted net income (if negative, enter -0-)

0

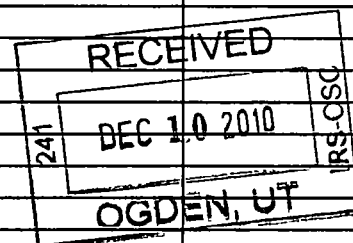
For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		16,543	16,543
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ 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 (attach schedule) STMT 4		153,042	155,710
	b Investments—corporate stock (attach schedule) SEE STMT 5		379,273	567,530
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	0	548,858	739,783
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		548,858	
	30 Total net assets or fund balances (see page 17 of the instructions)	0	548,858	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	0	548,858	

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	
2 Enter amount from Part I, line 27a	2	548,858
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	548,858
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	548,858

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	N/A			
b				
c				
d				
e				

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

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

(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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 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 on page 18	8	

Part VI Excise Tax Based on investment income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	463
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	463
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	463
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached STMT 6	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	463
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ (2) On foundation managers ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► GREGORY D. WHITE 1050 NORTH MACOMB STREET Located at ► MONROE, MI	Telephone no ► 734-241-1303 ZIP+4 ► 48162		
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		► <input type="checkbox"/>

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the 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 ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	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 2009?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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** ☐ Yes ☒ No **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, foundation managers and their compensation (see page 22 of the instructions).**

(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
GREGORY D. WHITE 1050 NORTH MACOMB STREET MONROE MI 48162	TRUSTEE 5.00	0	0	0
KIMBERLEE K. WHITE 1050 NORTH MACOMB STREET MONROE MI 48162	TRUSTEE 5.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 ▶**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 (see page 24 of the instructions)

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	611,921
b	Average of monthly cash balances	1b	67,615
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	679,536
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	679,536
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	10,193
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	669,343
6	Minimum investment return. Enter 5% of line 5	6	33,467

Part XI Distributable Amount (see page 25 of the 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	33,467
2a	Tax on investment income for 2009 from Part VI, line 5	2a	463
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	463
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,004
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,004
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33,004

Part XII Qualifying Distributions (see page 25 of the 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	37,514
b	Program-related investments—total from Part IX-B	1b	
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	37,514
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 (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,514

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				33,004
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			33,003	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 37,514				
a Applied to 2008, but not more than line 2a			33,003	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				4,511
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				28,493
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed
GREGORY D. & KIMBERLEE K. WHITE 734-241-1303
1050 NORTH MACOMB STREET MONROE MI 48162

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

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				
ST. MARY'S SCHOOL 151 N. MONROE STREET MONROE MI 48162	NONE	PUBLIC	OPERATIONS	24,000
SALVATION ARMY 25 S. MONROE STREET MONROE MI 48161	NONE	PUBLIC	OPERATIONS	4,000
GOD WORKS P.O. BOX 962 MONROE MI 48161	NONE	PUBLIC	OPERATIONS	2,503
FIRST PRESBYTERIAN CHURCH 108 WASHINGTON ST MONROE MI 48161	NONE	PUBLIC	OPERATIONS	2,500
Total			▶ 3a	33,003
b Approved for future payment N/A				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

**GREGORY D. AND KIMBERLEE K. WHITE
FOUNDATION**

Employer identification number

26-6688253

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

For Privacy Act and Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

GREGORY D. AND KIMBERLEE K. WHITE

Employer identification number

26-6688253

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WHITE FAMILY FOUNDATION (FINAL DISTRIBUTION) P.O. BOX 3636 GRAND RAPIDS MI 49508	\$ 293,383	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	WHITE FAMILY FOUNDATION (FINAL DISTRIBUTION) P.O. BOX 3636 GRAND RAPIDS MI 49508	\$ 385,210	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

GREGORY D. AND KIMBERLEE K. WHITE

Employer identification number

26-6688253

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SEE ATTACHED - 1/3 ASSETS FROM TERMINATION OF WHITE FAMILY FOUNDATION 38-3648743	\$ 308,913	01/01/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

21022 GREGORY D. AND KIMBERLEE K. WHITE

26-6688253

FYE: 12/31/2009

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
US TSY STRIPS	12/09/04	2/11/09	\$ 20,439	PURCHASE	\$ 20,473	\$	-34
US TRSY INFLATION NOTE	2/11/09	3/25/09	16,602	PURCHASE	16,379		223
ALLSTATE CORP	9/28/05	2/25/09	1,764	PURCHASE	5,524		-3,760
AMGEN INC	2/11/05	2/25/09	17,110	PURCHASE	19,167		-2,057
ANALOG DEVICES INC	10/24/06	2/25/09	4,340	PURCHASE	6,687		-2,347
APACHE CORP	11/01/05	2/25/09	8,070	PURCHASE	8,573		-503
APPLIED MATERIAL INC	8/29/09	2/25/09	2,814	PURCHASE	4,959		-2,145
BANK OF AMERICA CORP	2/11/05	2/25/09	2,080	PURCHASE	18,455		-16,375
CARNIVAL CORP	6/16/06	2/25/09	5,156	PURCHASE	10,101		-4,945
CITIGROUP INC	2/11/99	2/25/09	832	PURCHASE	7,569		-6,737
CONOCOPHILLIPS	2/11/05	2/25/09	3,906	PURCHASE	6,346		-2,440
COCA COLA COM	9/23/05	2/25/09	9,628	PURCHASE	9,625		3
EXXON MOBIL CORP	2/07/97	2/25/09	19,426	PURCHASE	6,805		12,621
ISHARES COHEN & STEERS	5/11/06	2/25/09	5,899	PURCHASE	16,219		-10,320
ISHARES RUSSELL MIDCAP	12/02/03	2/25/09	24,035	PURCHASE	30,694		-6,659
GENL DYNAMICS CORP	12/01/05	2/25/09	9,376	PURCHASE	11,523		-2,147
GENERAL ELECTRIC	12/09/04	2/25/09	6,133	PURCHASE	23,497		-17,364

21022 GREGORY D. AND KIMBERLEE K. WHITE

26-6688253

FYE: 12/31/2009

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold			
Whom Sold				Cost		
ILLINOIS TOOL WORKS INC	4/23/01	2/25/09	\$	4,159	\$	-201
ILLINOIS TOOL WORKS INC	11/07/03	2/25/09	PURCHASE	3,738		-814
ITT CORP	1/19/06	2/25/09	PURCHASE	10,013		-2,399
ISHARES S&P 500 INDEX	1/05/07	2/25/09	PURCHASE	29,885		-13,432
INTEL CORP	9/01/04	2/25/09	PURCHASE	7,543		-2,934
INTEL CORP	9/23/05	2/25/09	PURCHASE	1,715		-793
INTL BUSINESS MACHINES	6/03/99	2/25/09	PURCHASE	1,825		-447
INTL BUSINESS MACHINES	12/28/99	2/25/09	PURCHASE	7,392		-1,623
JOHNSON AND JOHNSON COM	7/14/04	2/25/09	PURCHASE	999		-22
JOHNSON AND JOHNSON COM	12/09/04	2/25/09	PURCHASE	12,719		-1,425
LABORATORY CP AMER HLDGS	7/29/05	2/25/09	PURCHASE	5,951		1,014
MICROSOFT CORP	10/28/05	2/25/09	PURCHASE	11,208		-3,719
PFIZER INC	12/04/06	2/25/09	PURCHASE	17,208		-8,008
PROCTER & GAMBLE CO	4/21/05	2/25/09	PURCHASE	7,769		-577
PROCTER & GAMBLE CO	9/23/05	2/25/09	PURCHASE	1,820		-222
SCHEIN (HENRY) INC	3/23/06	2/25/09	PURCHASE	10,176		-2,323
3M COMPANY	3/15/06	2/25/09	PURCHASE	9,983		-3,588

21022 GREGORY D. AND KIMBERLEE K. WHITE

26-6688253

FYE: 12/31/2009

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	PURCHASE				
UNITED TECHS CORP	3/15/01	2/25/09	\$ 8,394	PURCHASE	7,533	\$	\$	861
UNITED TECHS CORP	11/07/03	2/25/09	4,197	PURCHASE	4,369			-172
WINDSTREAM CORP	8/22/06	2/25/09	6,559	PURCHASE	11,189			-4,630
WELLS FARGO & CO	9/21/04	2/25/09	2,402	PURCHASE	5,128			-2,726
WELLS FARGO & CO	12/22/04	2/25/09	538	PURCHASE	1,213			-675
WEATHERFORD INTL LTD	5/11/05	2/25/09	4,129	PURCHASE	5,507			-1,378
ALLIANZ NFJ DIV VAL CL A	3/03/09	4/14/09	220	PURCHASE	186			34
ALLIANZ NFJ DIVIDEND	3/03/09	7/14/09	713	PURCHASE	564			149
ALLIANZE NFJ INTERNATIONAL	3/03/09	10/13/09	1,043	PURCHASE	586			457
TOTAL			\$ 288,395	\$	402,974	\$	0 \$	-114,579

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total		Net Investment		Adjusted Net		Charitable Purpose	
WARNER NORCROSS & JUDD, LLP	\$	4,511	\$		\$		\$	4,511
TOTAL	\$	4,511	\$	0	\$	0	\$	4,511

21022 GREGORY D. AND KIMBERLEE K. WHITE

26-6688253

FYE: 12/31/2009

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
FILING FEE	750			
IRS FEE	35			
INVESTMENT EXPENSES	5,406	5,406		
TOTAL	\$ 6,191	\$ 5,406	\$ 0	\$ 0

Federal Statements

FYE: 12/31/2009

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE ATTACHED	\$	\$ 153,042	COST	\$ 155,710
TOTAL	\$ 0	\$ 153,042		\$ 155,710

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE ATTACHED	\$	\$ 97,679	COST	\$ 105,822
SEE ATTACHED		281,594	COST	461,708
TOTAL	\$ 0	\$ 379,273		\$ 567,530

21022 GREGORY D. AND KIMBERLEE K. WHITE

26-6688253

Federal Statements

FYE: 12/31/2009

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

21022 GREGORY D. AND KIMBERLEE K. WHITE

26-6688253

Federal Statements

FYE: 12/31/2009

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
MERRILL LYNCH - INTEREST	\$ 5,932		14	
MERRILL LYNCH - DIVIDENDS	22,617		14	
TOTAL	<u>\$ 28,549</u>			

GREGORY D. AND KIMBERLEE K. WHITE FOUNDATION**TIN: 26-6688253****ASSETS RECEIVED****1/1/2009**

CASH \$ 293,725

NOTE: THE FOLLOWING ARE 1/3 OF THE ASSETS FROM THE TERMINATION OF THE
WHITE FAMILY FOUNDATION (38-3648743).

	Cost	FMV at Receipt
100 ALLSTATE CORP.	\$ 5,524	\$ 3,063
300 AMGEN INC.	19,167	17,061
225 ANALOG DEVICES, INC.	6,686	4,075
133 APACHE CORP.	8,572	9,708
300 APPLIED MATERIAL INC.	4,959	2,940
393 BANK OF AMERICA CORP.	18,455	5,085
260 CARNIVAL CORP.	10,101	5,990
300 CITIGROUP INC.	7,569	1,971
100 CONOCOPHILLIPS	6,345	4,900
226 COCA COLA CO.	9,625	10,037
266 EXXON MOBIL CORP	6,804	20,753
197 ISHARES COHEN & STEERS REALTY	16,218	7,945
463 ISHARES RUSSELL MIDCAP INDEX FUND	30,693	26,206
200 GENL DYNAMCIS CORP.	11,523	10,906
658 GENERAL ELECTRIC	23,497	10,304
233 ILLINOIS TOOL WORKS INC.	7,896	7,824
193 ITT CORP.	10,012	8,440
212 ISHARES S&P 500 INDEX FUND	29,885	18,497
420 INTEL CORP.	9,257	5,935
83 INTERNATIONAL BUSINESS MACHINES CORP.	9,217	6,744
226 JOHNSON AND JOHNSON	13,718	13,142
116 LABORATORY CORP. AMERICAN HOLDINGS	5,950	7,367
440 MICROSOFT CORP.	11,207	8,342
698 PFIZER INC.	17,207	12,068
176 PROCTER & GAMBLE CO.	9,589	10,595
210 SCHEIN (HENRY) INC.	10,175	7,367
136 3M COMPANY	9,982	7,530
300 UNITED TECHNOLOGIES CORP.	11,902	15,399
864 WINDSTREAM CORP.	11,188	7,681
213 WELLS FARGO & CO.	6,341	5,928
426 WEATHERFORD INTERNATIONAL LTD.	5,507	4,260
U.S. TREASURY STRIPS, 11/15/1985		
22,000 ZERO COUPON 11/15/12	20,439	20,849
	\$ 385,210	\$ 308,913

EMASM Fiscal Statement

GREGORY D AND KIMBERLEE K. WHITE FOUNDATION TIN 26-6688253

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
3,000	U.S. TREASURY NOTE 4.00% FEB 15 2015 CUSIP: 912828DM9	09/08/09	3,208.84	3,188.43	(20.41)	45.00	120.00
2,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 108.2110/2,164.22	10/08/09	2,157.68	2,125.62	(32.06)	30.00	80.00
2,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 107.3440/2,146.88	10/29/09	2,142.48	2,125.62	(16.86)	30.00	80.00
1,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 108.2070/1,082.07	11/12/09	1,080.14	1,062.81	(17.33)	15.00	40.00
2,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 109.0940/2,181.88	12/08/09	2,179.88	2,125.62	(54.26)	30.00	80.00
13,000	U.S. TRSY INFLATION NOTE 3.00% JUL 15 2012 INFL ADJ PRIN 15,629	02/11/09	16,241.27	16,804.36	563.09	179.10	469.00

STATEMENT A - FORM 990-PF, PART II, LINE 13



Fiscal Statement

GREGORY D AND KIMBERLEE K. WHITE

FOUNDATION TTN 26-6188253

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
1,000	U.S. TRSY INFLATION NOTE INFL ADJ PRIN 1,202 ORIGINAL UNIT/TOTAL COST	09/04/09	1,263.03	1,292.64	29.61	13.78	37.00
15,000	U.S. TRSY INFLATION NOTE 2.375% APR 15 2011 INFL ADJ PRIN 16,336	03/25/09	16,581.22	16,818.76	237.54	75.36	388.00
1,000	U.S. TRSY INFLATION NOTE INFL ADJ PRIN 1,089 ORIGINAL UNIT/TOTAL COST	09/04/09	1,112.32	1,121.25	8.93	5.02	26.00
19,000	FNMA P745275 05%2036 AMORTIZED FACTOR 0.655020420 AMORTIZED VALUE 12,445	02/11/09	12,752.64	12,796.06	43.42	51.87	623.00
1,000	FNMA P745275 05%2036 AMORTIZED VALUE 655	04/15/09	679.17	673.47	(5.70)	2.73	33.00
1,000	FNMA P745275 05%2036 AMORTIZED VALUE 655	05/11/09	675.49	673.47	(2.02)	2.73	33.00
1,000	FNMA P745275 05%2036 AMORTIZED VALUE 655	06/08/09	657.58	673.47	15.89	2.73	33.00
2,000	FNMA P745275 05%2036 AMORTIZED VALUE 1,310	07/29/09	1,338.90	1,346.95	8.05	5.46	66.00
22,000	FHLMC G0 343205 50% 2037 AMORTIZED FACTOR 0.633508440 AMORTIZED VALUE 13,937	02/11/09	14,333.53	14,615.88	282.35	63.80	767.00

STATEMENT A, FORM 990-PF, PART II, LINE 13

PLEASE SEE REVERSE SIDE

Page 6 of 21
Statement Period Year Ending 12/31/09
Account No. 6AP-02177



Fiscal Statement

GREGORY D AND KIMBERLY K. WATTE FOUNDATION TIN 26-6688253

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
78,000	FNMA P889579 06%2038 AMORTIZED FACTOR 0.706567190 AMORTIZED VALUE 55,112	02/11/09	57,049.78	58,462.01	1,412.23	275.34	3,307.00
5,000	FNMA P889579 06%2038 AMORTIZED VALUE 3,532	05/11/09	3,713.90	3,747.56	33.66	17.65	212.00
5,000	FNMA P190391 06%2038 AMORTIZED FACTOR 0.710186830 AMORTIZED VALUE 3,550	04/15/09	3,734.02	3,764.54	30.52	17.75	214.00
4,000	FNMA P190391 06%2038 AMORTIZED VALUE 2,840	06/08/09	2,962.37	3,011.63	49.26	14.20	171.00
2,000	FNMA P995018 05 50%2038 AMORTIZED FACTOR 0.742459310 AMORTIZED VALUE 1,484	05/12/09	1,543.16	1,557.22	14.06	6.80	82.00
1,000	FNMA P889982 05 50%2038 AMORTIZED FACTOR 0.727033410 AMORTIZED VALUE 727	04/15/09	758.61	761.86	3.25	3.33	40.00
1,000	FNMA P889982 05 50%2038 AMORTIZED VALUE 727	06/08/09	743.73	761.86	18.13	3.33	40.00
2,000	FNMA P889982 05 50%2038 AMORTIZED VALUE 1,454	07/29/09	1,504.39	1,523.73	19.34	6.66	80.00
5,000	FNMA P995876 06%2038 AMORTIZED FACTOR 0.881474380 AMORTIZED VALUE 4,407	07/29/09	4,627.74	4,675.25	47.51	22.05	265.00
Total Government Securities			153,041.87	155,710.07	2,668.20	919.69	7,286.00

STATEMENT 4, FORM 990-PF, PART II, LINE 13



Fiscal Statement

GREGORY D AND KIMBELE K. WHITE FOUNDATION TAN 26-6688253

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
4,145	FIXED INCOME SHARES SERIES C F CL INSTL	02/11/09	48,745.20 ✓	50,527.55	1,782.35	
5,730	FIXED INCOME SHARES SERIES M F CL INSTL	02/11/09	48,934.20 ✓	55,294.50	6,360.30	
Total Mutual Funds/Closed End Funds/UIT			97,679.40	105,822.05	8,142.65	0.00

STATEMENT A, FORM 990-PF, PART II, LINE 13



Fiscal Statement

GREGORY D AND KIMBERLEE K, WHITE FOUNDATION TIN 26-6688253

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
767	JANUS ENTERPRISE FUND CL I .3870 Fractional Share	03/03/09	20,534.85	36,056.67	15,521.82	63.00
4,186	MFS INTERNATIONAL GROWTH FD CL I .4400 Fractional Share	03/03/09	55,739.87	96,864.04	41,124.17	1.00
9,427	ALLIANZ NFJ DIVIDEND VALUE FD CL P .7310 Fractional Share	03/03/09	64,465.45	98,417.88	33,952.43	962.00
5,310	ALLIANZ NFJ INTERNATIONAL VALUE FUND .4300 Fractional Share	03/03/09	56,179.97	101,792.70	45,612.73	1.00
1,396	ALLIANZ NFJ SMALL CAP VALUE FD CL P .4280 Fractional Share	03/03/09	21,259.38	33,741.32	12,481.94	2,114.00
2,827	DREYFUS APPRECIATION FD .5940 Fractional Share	03/03/09	63,414.71	94,761.04	31,346.33	1.00
Total Mutual Funds/Closed End Funds/UIT			281,594.23	461,708.14	180,039.42	1,810.00
						1.00
						9,421.00

STATEMENT 4, FORM 990-PF, PART II, LINE 13

PLEASE SEE REVERSE SIDE
Statement Period
Year Ending 12/31/09
Page 5 of 14
Account No 6AP-02183

GREGORY D. AND KIMBERLEE K. WHITE FOUNDATION

TIN: 26-6688253

ATTACHMENT TO FORM 990-PF; TAX YEAR 2009

On December 31, 2008, the White Family Foundation distributed all of its assets pursuant to the plan of dissolution entered into by the directors of the corporation. Distribution of all remaining assets was completed at that time. A copy of the plan is attached.

Each of the following three charitable foundations received 1/3 of the assets of the White Family Foundation.

1. Gregory D. and Kimberlee K. White Foundation dated 12/18/2008
c/o Gregory D. White, Co-Trustee
1050 North Macomb Street
Monroe, Michigan 48162-3127
2. Chad B. White Charitable Trust dated 12/10/2008
c/o Chad B. White, Co-Trustee
2970 Peachtree Road NW, Suite 320
Atlanta, Georgia 30305
3. B.L. Foundation dated 12/3/2008
c/o Heather K. Kusinski, Co-Trustee
12641 Berkshire Drive
Mokena, Illinois 60448

The White Family Foundation did not give notice to the Manager, Exempt Organizations Determinations, of its intent to terminate and thus retains its private foundation status. Each of the three transferee foundations becomes responsible for one-third of the White Family Foundation's undistributed income. See Section 1.507-3(a)(9)(i) and Rev. Rul. 2002-28.

PART XIII, LINE 2a, COLUMN(C)

WHITE FAMILY FOUNDATION

38-3648743

Form 990-PF (2008)

Page 9

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				105,289.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			37,711.	
b Total for prior years 20 <u>06</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4. ► \$ <u>43,991.</u>				
a Applied to 2007, but not more than line 2a			37,711.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				6,280.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				99,009. $\times \frac{1}{3}$ = 33,003
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			PART XIII LINE 2a, COLUMN(C)
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

Form 990-PF (2008)

JSA

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14

WHITE FAMILY FOUNDATION

PLAN OF DISSOLUTION

This Plan of Dissolution describes the actions to be taken to dissolve the White Family Foundation, a Michigan nonprofit corporation, and the parties' agreements incident thereto.

The President of the corporation will collect any and all assets of the corporation, pay or arrange for the payment or settlement of all proper debts and expenses of the corporation, and distribute the assets of the corporation as described below.

The corporation shall distribute all of its remaining assets in equal one third proportions to the following three private foundations, each of which has been organized as a charitable trust:

1. Gregory D. and Kimberlee K. White Foundation under trust agreement dated December 18, 2008 – Gregory D. White and Kimberlee K. White, Trustees;
2. The Chad B. White Charitable Trust under agreement dated December 10, 2008 – Chad B. White and Randy J. Kolar, Trustees; and
3. B.L. Foundation under trust agreement dated December 3, 2008 – Heather K. White and Raymond G. Kusinski, Trustees.

Distributions must be completed by December 31, 2008. If after December 31, 2008, the corporation receives any dividend or interest payments or any other receipts whatsoever, the corporation will do so solely as agent for the three distributee private foundations, each of which must report one-third of those receipts on its own 2009 Form 990-PF as though received directly by such distributee.

The corporation must provide each distributee timely information regarding the tax cost basis of all assets the corporation delivers to such distributee. Each distributee must provide to the foundation a receipt for the assets it has received from the corporation in compliance with the requirements of the Michigan Department of Attorney General's exercise of its rights and duties under the Dissolution of Charitable Purposes Corporation Act, MCL 450.251 *et seq.*

The corporation is the vested remainder beneficiary of the Betty Lou White Charitable Remainder Unitrust No. 2 under trust agreement dated May 19, 1997. That trust terminates on May 19, 2017. For the purpose of that trust agreement, the corporation and the three distributee private foundations agree that each distributee is a successor to the corporation and will be entitled to receive distribution of a one-third share of the Betty Lou White Charitable Remainder Unitrust No. 2 remainder upon its termination.

The corporation will incur some expenses incident to its termination that become payable after December 31, 2008. Legal fees, tax preparation fees, IRS excise taxes, and investment management fees are examples. Acting upon a direction given by the corporation's President, each distributee private foundation must either make direct payment of a one third share of those expenses or reimburse any person who has made payment on distributee's behalf.

The corporation's President will be responsible for the preparation and filing of the corporation's final IRS Form 990-PF, for providing the IRS with a notice of the corporation's intent to terminate its private foundation status pursuant to Rev. Rul. 2002-28, for making a final report in compliance with Michigan's Supervision of Trustees for Charitable Purposes Act, for obtaining the Michigan Attorney General's consent to dissolution, and for filing of a Certificate of Dissolution with the Michigan Department of Labor & Economic Growth.

This instrument may be signed in counterparts all of which, taken together, shall constitute the entire instrument.


The undersigned corporation and distributee private foundations approve and agree to the foregoing Plan of Dissolution.

WHITE FAMILY FOUNDATION

By: 
Gregory D. White
Its President

GREGORY D. AND KIMBERLEE K. WHITE FOUNDATION

By: 
Gregory D. White
Trustee

And by: 
Kimberlee K. White
Trustee

THE CHAD B. WHITE CHARITABLE TRUST

By: _____
Chad B. White
Trustee

And by: _____
Randy J. Kolar
Trustee

B.L. FOUNDATION

By: _____
Heather K. White
Trustee

And by: _____
Raymond G. Kusinski
Trustee

1618134-1

The corporation will incur some expenses incident to its termination that become payable after December 31, 2008. Legal fees, tax preparation fees, IRS excise taxes, and investment management fees are examples. Acting upon a direction given by the corporation's President, each distributee private foundation must either make direct payment of a one third share of those expenses or reimburse any person who has made payment on distributee's behalf.

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This instrument may be signed in counterparts all of which, taken together, shall constitute the entire instrument.

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WHITE FAMILY FOUNDATION

By: _____
Gregory D. White
Its President

GREGORY D. AND KIMBERLEE K. WHITE FOUNDATION

By: _____
Gregory D. White
Trustee

And by: _____
Kimberlee K. White
Trustee

THE CHAD B. WHITE CHARITABLE TRUST

By: _____
Chad B. White
Trustee

And by: _____
Randy J. Kolar
Trustee

B.L. FOUNDATION

By: _____
Heather K. White
Trustee

And by: _____
Raymond G. Kusinski
Trustee

1618134-1

The corporation will incur some expenses incident to its termination that become payable after December 31, 2008. Legal fees, tax preparation fees, IRS excise taxes, and investment management fees are examples. Acting upon a direction given by the corporation's President, each distributee private foundation must either make direct payment of a one third share of those expenses or reimburse any person who has made payment on distributee's behalf.

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This instrument may be signed in counterparts all of which, taken together, shall constitute the entire instrument.

The undersigned corporation and distributee private foundations approve and agree to the foregoing Plan of Dissolution.

WHITE FAMILY FOUNDATION

By: _____
Gregory D. White
Its President

GREGORY D. AND KIMBERLEE K. WHITE FOUNDATION

By: _____
Gregory D. White
Trustee

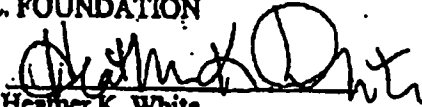
And by: _____
Kimberlee K. White
Trustee

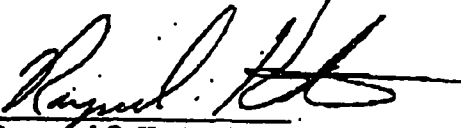
THE CHAD B. WHITE CHARITABLE TRUST

By: _____
Chad B. White
Trustee

And by: _____
Randy J. Kolar
Trustee

B.L. FOUNDATION

By: 
Heather K. White
Trustee

And by: 
Raymond G. Kusinski
Trustee

CHARITABLE TRUST AGREEMENT

GREGORY D. AND KIMBERLEE K. WHITE FOUNDATION

This Trust Agreement is made on December 14, 2008, between GREGORY D. WHITE and KIMBERLEE K. WHITE ("Settlors") and GREGORY D. WHITE and KIMBERLEE K. WHITE ("Trustees").

I. **Trust Estate.** Settlors have delivered to the Trustees the property listed on Schedule A. The Trustees agree to hold, administer, and distribute this and any other property which the Trustees receive from Settlors, Settlors' estates, or any other source and the income from such property ("trust assets") for the exclusive purpose of carrying on charitable activities permitted for organizations described in Section 501(c)(3) of the Internal Revenue Code ("Code") and for charitable trusts organized under the laws of the State of Michigan. The Trust established under the Agreement shall be known as the "Gregory D. and Kimberlee K. White Foundation."

II. **Purpose.** The sole purpose for which the Trust is formed is to receive and administer funds exclusively for such religious, charitable, and educational purposes as permitted for organizations described in Code Section 501(c)(3), primarily the making of distributions to other organizations that qualify as exempt organizations under Code Section 501(c)(3).

III. **Distributions.** The Trustees shall distribute the trust assets in such manner and in such amounts as, in the Trustees' sole discretion, best promote the Trust's purpose, without limitation except such, if any, as may otherwise be contained in this Agreement or in instruments under which property is conveyed to the Trust.

IV. Termination.

A. **During Settlors' Lives.** If the Trustees choose to terminate the Trust while either Settlor is alive, then all of the trust assets shall be distributed to and among such permissible remainder beneficiaries as Settlors, or the survivor of them, have designated by notice delivered to the Trustee(s). If more than one notice is delivered, the most recently dated notice shall control. If a designated remainder beneficiary is not a permissible remainder beneficiary, the Trustee(s) shall distribute the trust assets among the permissible remainder beneficiaries in the relative proportions of the shares designated for each. If no permissible remainder beneficiaries are so designated, all remaining trust assets shall be distributed to such other organizations as the Trustee(s) (or in default of designation by the Trustee(s), the Probate Court for the County of Monroe, Michigan) designate as best accomplishing the purpose for which the Trust was

formed, provided that each organization receiving such assets is then a permissible remainder beneficiary.

B. Upon Settlers' Deaths. Upon the deaths of both Settlers, the successor Trustee(s) shall collect all property, if any, that becomes distributable to the Trust as a result of their deaths. The successor Trustee(s) shall then distribute promptly all trust assets to and among such permissible remainder beneficiaries as Settlers, or the survivor of them, have designated by notice delivered to the Trustee(s). If more than one notice is delivered, the most recently dated notice shall control. If no permissible remainder beneficiaries are so designated, all remaining trust assets shall be administered as follows:

(1) If at least one then living child of Gregory D. White and Kimberlee K. White has attained age 18 and agreed to serve as a Trustee of the Trust, then the Trust may continue indefinitely until termination as provided in Section IV.C. below.

(2) If no then living child of Gregory D. White and Kimberlee K. White has attained age 18 and agreed to serve as a Trustee of the Trust, the successor Trustee shall distribute all remaining trust assets to and among those permissible remainder beneficiaries to whom grants from the Trust have been made during the most recently completed full calendar year in which grants to permissible remainder beneficiaries were made from the Trust. Trustee shall divide the remaining trust assets, net of termination administrative expenses, among the distributees in proportion to the size of the grants made to each during such calendar year.

C. Terminating Distributions. If thereafter the successor Trustee(s) terminate the Trust or if, at any time before or after, the Trust ceases to be an organization described in Code Section 501(c)(3), then the Trustee(s) shall distribute all remaining trust assets to and among such permissible remainder beneficiaries as the Trustee(s) (or, in default of designation by the Trustee(s), the Probate Court for the County of Monroe, Michigan) designate as best accomplishing the purpose for which the Trust was formed.

D. No Termination Tax. Regardless of when or how the Trust terminates, final distributions of the Trust remainder shall be made at such times and in such manner as is necessary to avoid having the termination of the Trust be treated as a termination of private foundation status subject to tax under Code Section 507(c).

E. Permissible Remainder Beneficiary. The term "permissible remainder beneficiary" as used throughout this Agreement means an organization that (i) is described in each of Code Sections 170(c), 2055(a), and 2522(a) and is tax-exempt under Code Section 501(c)(3) at the time when any Trust assets are

distributable to it or (ii) is the United States federal government or a unit of state or local government distribution to which is made for a public purpose.

V. Administrative Provisions.

A. General Powers. Except as otherwise provided in this Agreement, the Trustee(s) shall have all the powers (exercisable without approval of any court) legally accorded trustees of a wholly charitable trust, including full authority:

(1) To take and to hold by devise, gift, or purchase any property, real, personal or mixed, without limitation as to amount or value, except such limitations as may be provided in this Agreement or imposed by law.

(2) To acquire, retain, lease, sell, exchange, or otherwise dispose of any trust assets upon such terms and conditions as the Trustee(s) shall determine;

(3) To invest and reinvest trust assets in accordance with the standards and limitations contained in any applicable enactment of the Uniform Management of Institutional Funds Act or the Uniform Prudent management of Institutional Funds Act;

(4) To exercise all of the rights of ownership in all securities or other trust assets;

(5) To hold property in the name of nominees or unregistered;

(6) To employ attorneys, accountants, investment advisers, and agents; and

(7) To open and operate margin accounts with brokers and to pledge any trust assets held or purchased through such brokers as security for loans and advances.

B. Notices. All notices shall be in writing, dated, and signed at the bottom by the person giving notice. Notice shall be effective when delivered or mailed to the party to whom notice is given or at such later time as is specified in the notice.

C. Registration. If permitted by law, this Trust is exempt from registration.

D. **Fiscal Year.** The Trust's fiscal year shall commence on January 1 and end on the December 31 following.

E. **Situs of Trust.** The initial situs and principal place of administration of the Trust shall be Monroe County, Michigan. The Trustee(s) may change the situs and principal place of administration.

VI. **Trustee Provisions.**

A. **Fees and Expenses of Trustees.** A Trustee is entitled reasonable compensation for necessary services actually rendered and to reimbursement for reasonable expenses. In determining such reasonable compensation of a professional Trustee, consideration shall be given to the schedule of fees then in use by that professional Trustee.

B. **Resignation.** A Trustee may resign by delivering a notice of resignation to the other acting Trustees. The determination that an individual Trustee is disabled, as defined in this Agreement, constitutes the resignation of that person as a Trustee.

C. **Removal.** While either Settlor is alive, any Trustee may be removed by unanimous action of the Settlers then living. Thereafter, a majority of the acting individual Trustees may remove a professional Trustee by notice to all acting Trustees.

D. **Additional Individual Trustees.** Without the necessity of any action by the other then acting Trustee(s), each of Settlers' children may become a Trustee at any time following the child's attaining age 18. The Trustee(s) may appoint one or more additional Trustees each of whom is a descendant of Settlers or is a spouse of a descendant of Settlers by notice to the Trustee so appointed.

E. **Additional Professional Trustee.** A majority of the acting individual Trustees at any time may appoint a professional Trustee to act as a Trustee if a professional Trustee is not already acting. The term "**professional Trustee**" means a bank, trust company, other entity that provides trustee services to the general public, or an individual who regularly serves and holds himself or herself out to the general public as a fiduciary for trusts.

F. **Successor Trustees.** If there is no individual Trustee who is willing and able to act as a Trustee, Monroe Bank & Trust (or the successor thereto) shall act as sole successor Trustee for the purpose of terminating the Trust in accordance with the terms of this Trust Agreement. If Monroe Bank & Trust declines to serve as successor Trustee, a court having jurisdiction shall appoint a successor Trustee for the purpose of terminating the Trust in accordance with the terms of this Trust Agreement. In the event of merger or consolidation,

or other combination of a corporate professional Trustee, the resulting corporation shall continue as professional Trustee.

G. **Qualification.** A additional or successor Trustee shall qualify to serve only by delivering notice of acceptance of trust to the then acting Trustees or, if none, to the Michigan Department of Attorney General or such other state agency as then has general supervision over this charitable Trust. The notice of acceptance must be given within 30 days of eligibility.

H. **Disability.** A Trustee shall be deemed to be disabled if a licensed physician certifies or, if required, a court having jurisdiction determines that due to physical or mental conditions the individual is unable to exercise judgment about or attend to property or financial matters. Settlor desires that, if requested, any individual Trustee sign an Authorization Under Health Insurance Portability and Accountability Act permitting the other Trustees or named successor Trustee to receive medical information necessary to confirm his or her ability or inability to serve as a Trustee.

I. **Trustee Obligations.** Each Trustee must exercise good faith, ordinary prudence, and reasonable care in the discharge of the Trustee's duties under the terms of this Agreement. A Trustee is not liable for the acts, omissions, or defaults of any agent appointed with due care. A successor Trustee is under no obligation to review the acts or to examine the accounts of a predecessor or any co-trustee of a predecessor. In no event is a successor Trustee liable for acts, omissions, or failures to account properly prior to the successor's qualification.

J. **Bond.** No Trustee shall be required to furnish a bond or surety.

K. **Majority Control.** When there are fewer than three Trustees serving, only the unanimous consent of all Trustees who are United States citizens or domestic United States corporations shall constitute the act of the Trustees. When there are more than two Trustees serving, the consent of a majority of all Trustees who are United States citizens or domestic United States corporations shall constitute the act of the Trustees.

L. **Reliance on Certificate.** The certificate of the Trustee(s) that Trustee(s) are acting according to the terms of this Agreement fully protects all persons dealing with the Trustee(s).

VII. **Limitation Provisions.** Notwithstanding any other provisions of this Agreement, the following limitations shall apply:

A. **Exempt Organization Limitations.** Notwithstanding any other provision of this Agreement, the Trustee(s) shall not exercise any power or discretion nor carry on any activities not permitted for a trustee of a trust that is

exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) and that is also described in all of Code Sections 170(c), 2055(a), and 2522(a).

B. Private Foundation Limitations. Notwithstanding any other provisions of this Agreement, the following limitations shall apply while the Trust is classified as a "private foundation" under the provisions of Code Section 509:

(1) The Trustee(s) shall make distributions from the Trust for each taxable year at such time and in such manner so that the Trust will not become subject to the tax on undistributed income imposed by Code Section 4942;

(2) The Trustee(s) shall not engage in any act of self-dealing as defined in Code Section 4941(d);

(3) The Trustee(s) shall not retain any excess business holdings as defined in Code Section 4943(c);

(4) The Trustee(s) shall not make any jeopardizing investments that would subject the Trust to tax under Code Section 4944; and

(5) The Trustee(s) shall not make taxable expenditures as defined in Code Section 4945(d).

C. Charitable Pledges. Trustee(s) shall not use trust assets to satisfy personal charitable pledges of either Settlor or any Trustee.

D. Lobbying and Political Activities. No part of the Trust's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Code Section 4945. The Trust shall not participate or intervene (including publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

VIII. Dedication of Trust Assets. The Trustee(s) shall hold and administer the trust assets exclusively to effectuate the Trust's exempt purpose under Code Section 501(c)(3). No part of the trust assets shall inure to the private benefit of any individual or Trustee, except that the Trust may pay reasonable compensation for necessary services actually rendered and make payments and distributions in furtherance of the Trust's exempt purpose. If the Trust's exempt purpose under Code Section 501(c)(3) fails and any such defect is not cured by appropriate amendment, then all of the trust assets shall be distributed to such other organizations as the Trustee(s) (or in default of designation by the Trustee(s), the Probate Court for the County of Monroe, Michigan) shall designate as best accomplishing the purpose for which the Trust was formed, provided that (i) each organization receiving such assets is a permissible remainder

beneficiary qualified as tax-exempt under Code Section 501(c)(3) and (ii) each distribution to a unit of government is made for a public purpose to the United States federal government or to a unit of state or local government.

IX. Interpretation Provisions.

A. Definitions. For the purposes of this Trust Agreement:

(1) **Tax Terminology.** Tax terms shall have the meaning those terms, or their equivalents, have under the federal Internal Revenue Code in effect from time to time or to the corresponding provisions of any subsequent federal tax laws. References to the Code are to the Internal Revenue Code of 1986, as amended and in effect on the date of this Agreement, and include all related legislation or regulations as they now exist or may hereafter be amended or promulgated.

(2) **Trustee, Trustees.** "Trustee" or "Trustees" means the one or those acting as trustee or trustees as the context requires.

B. Governing Law. This Agreement is governed by and shall be construed according to the law of the Trust situs in force from time to time.

C. Construction. Settlor intend that contributions to the Trust qualify for the federal income, gift, and estate tax charitable deductions. This Agreement shall be construed accordingly. In construing this Agreement, consideration shall be given to the fact that the singular and plural and the masculine, feminine, and neuter may have been used interchangeably. The text and not the headings of the Articles and sections of this Agreement shall control construction or interpretation of this Agreement.

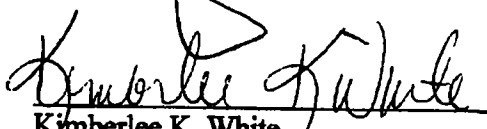
D. Notices. Any notice required under this Agreement must be in writing, signed by the person(s) giving notice, and shall be effective when delivered or mailed to the party to whom notice is to be given.

X. Revocation and Amendment. Although Settlor do not reserve any right of revocation or amendment, the Trust Agreement may be amended by mutual agreement between the Trustee(s) and each then living Settlor or, following the deaths of both Settlor, by the Trustee(s) alone, provided that no such amendment may authorize the Trustee(s) to conduct the affairs of the Trust in any manner not permitted for a trustee of a trust that is described in all of Code Sections 170(c), 2055(a), and 2522(a) and that is qualified as tax-exempt under Code Section 501(c)(3). An amendment of this Article X shall be valid only if and to the extent that such amendment further restricts the Trustees' power to amend this Agreement.

Settlors have executed this Agreement on the date written above.



Gregory D. White



Kimberlee K. White

Settlors

By executing this Agreement, the Trustees accept the trust obligations it imposes.



Gregory D. White



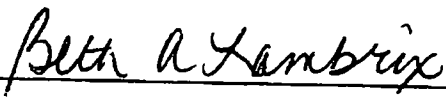
Kimberlee K. White

Trustees

STATE OF MICHIGAN

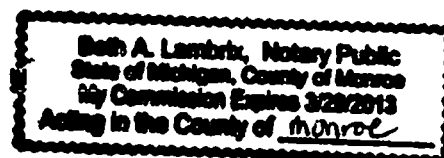
COUNTY OF MONROE

The foregoing instrument was acknowledged before me on December ____, 2008, by GREGORY D. WHITE and KIMBERLEE K. WHITE, each of whom is either known to me personally or has presented his or her Michigan driver's license as identification.



Notary Public, Monroe County, Michigan
My commission expires: 3-29-2013

1603491-1



SCHEDULE A

GREGORY D. AND KIMBERLEE K. WHITE FOUNDATION

\$1.00 Cash