

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

Department of the Treasury
Internal Revenue Service

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

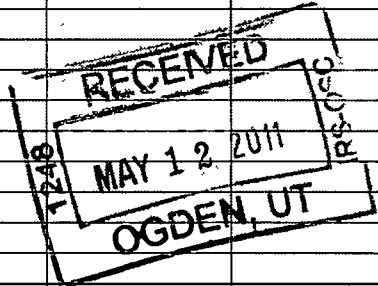
2010

For calendar year **2010**, or tax year beginning , **2010**, and ending , **20**

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

Name of foundation ANNA PAULINA FOUNDATION		A Employer identification number 38-6061335
Number and street (or P O box number if mail is not delivered to street address) 3400 W BRISTOL RD	Room/suite	B Telephone number (see page 10 of the instructions) 810-238-3685
City or town, state, and ZIP code FLINT, MI 48507-3112		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,679,377	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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) (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)	330,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	442,162	442,162		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(413,612)			
	b Gross sales price for all assets on line 6a 2,601,343				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	358,550	442,162			
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)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) INVESTMENT FEE	12,800			12,800
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,550			1,550
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,432			2,432
22 Printing and publications					
23 Other expenses (attach schedule) MI CORP UPDATE	20			20	
24 Total operating and administrative expenses. Add lines 13 through 23	16,802			16,802	
25 Contributions, gifts, grants paid	163,250			163,250	
26 Total expenses and disbursements. Add lines 24 and 25	180,052		0	0	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	178,498				
b Net investment income (if negative, enter -0-)		442,162			
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 (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		1,140,316	1,949,531	1,949,531
	2	Savings and temporary cash investments		143,488	72,937	72,937
	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 15 of the instructions)		105,596	0	0
	7	Other notes and loans receivable (attach 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)				
	b	Investments—corporate stock (attach schedule)		2,554,262	2,577,091	2,761,510
	c	Investments—corporate bonds (attach schedule)		9,801,063	9,350,279	8,895,399
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		13,744,725	13,949,838	13,679,377	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue	0	26,615		
	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	26,615			
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 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					
30	Total net assets or fund balances (see page 17 of the instructions)		13,744,725	13,923,223		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		13,744,725	13,949,838		

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	13,744,725
2	Enter amount from Part I, line 27a	2	178,498
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,923,223
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	13,923,223

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				
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				
(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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		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
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))
2009	903,656	10,541,115	8.57%
2008	900,943	9,974,991	9.03%
2007	1,021,680	12,349,390	8.27%
2006	442,600	12,245,493	3.61%
2005	886,480	11,391,035	7.78%
2 Total of line 1, column (d)		2	37.26%
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	7.45%
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	11,775,795
5 Multiply line 4 by line 3		5	877,297
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	4,422
7 Add lines 5 and 6		7	881,719
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	180,052

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	8,843
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	8843
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,843
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,517
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	7,517
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,326
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 2011 estimated tax	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		✓
b		✓
c		✓
d		
e		
2		✓
3		✓
4a		✓
4b		N/A
5		✓
6	✓	
7	✓	
8a		
8b	✓	
9		✓
10	✓	

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)			✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE		✓	
14	The books are in care of ▶ A. J. KOEGEL Telephone no. ▶ 810-238-3685 Located at ▶ 3400 W. BRISTOL RD FLINT, MI ZIP+4 ▶ 48507-3112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. N/A ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2010, 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
				✓

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 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2010?	1c	✓
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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 22 of the instructions.)	2b	N/A
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 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2010?	4b	✓

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)? **5b** Yes No **N/A**

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? 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 **✓**

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? **7b** Yes No **N/A**

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
SEE ATTACHED SCHEDULE.				

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 -----	
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 -----	
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	10,438,674
b	Average of monthly cash balances	1b	1,516,448
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	11,955,122
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,955,122
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	179,327
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,775,795
6	Minimum investment return. Enter 5% of line 5	6	588,790

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	588,790
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,843
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,843
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	579,947
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	579,947
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	579,947

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	180,052
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,052
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	180,052

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				579,947
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	335,050			
b From 2006	0			
c From 2007	434,384			
d From 2008	387,147			
e From 2009	390,266			
f Total of lines 3a through e	1,546,847			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 180,052				
a Applied to 2009, but not more than line 2a				
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)	0			
d Applied to 2010 distributable amount				180,052
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (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	1,546,847			
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 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	335,050			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,211,797			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	434,384			
c Excess from 2008	387,147			
d Excess from 2009	390,266			
e Excess from 2010	0			

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 2010, enter the date of the ruling **N/A**

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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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:

N/A

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
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED LISTS FOR DETAIL:</p> <p>CHARITABLE</p> <p>EDUCATIONAL</p> <p>RELIGIOUS</p>				<p>119,900</p> <p>3,500</p> <p>39,850</p>
<p>Total</p>			<p>▶ 3a</p>	<p>163,250</p>
<p>b <i>Approved for future payment</i></p>				
<p>Total</p>			<p>▶ 3b</p>	<p>0</p>

ANNA PAULINA FOUNDATION - 2010

Form 990-PF Part I Line 1 Contributions Received

Anne Rocco, 3400 W. Bristol Rd., Flint, MI 48507-3112

Cash	65,000.00
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Jane Koegel, 3400 W. Bristol Rd., Flint, MI 48507-3112

Cash	65,000.00
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John Koegel, 3400 W. Bristol Rd., Flint, MI 48507-3112

Cash	200,000.00
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330,000.00

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APFCONTRIBUTIONS REC'D\YEAR

ANNA PAULINA FOUNDATION

ASSETS AS OF 12-31-10

COST	HELD BY OWNER	MERRILL LYNCH #2091	MERRILL LYNCH #4133	RAYMOND JAMES	SMITH BARNEY	TOTALS
CASH IN #1 AND BROKERAGE ACCOUNT	1,949,530.62	29,579.99	1,121.82	42,235.55	0.00	2,022,467.98
EQUITIES (INCLUDING MUTUAL FUNDS)	4.42	1,322,929.67	701,558.54	552,603.00	0.00	2,577,091.21
FIXED INCOME		0.00	5,144,251.29	3,602,597.83	603,425.00	9,350,278.54
	1,949,535.04	1,352,509.66	5,846,931.65	4,197,436.38	603,425.00	13,949,837.73
						13,949,837.73

MARKET

CASH	1,949,530.62	29,579.99	1,121.82	42,235.55	0.00	2,022,467.98
EQUITIES	4.42	1,634,347.49	566,224.81	560,937.47	0.00	2,761,509.77
FIXED INCOME			5,117,676.14	3,182,870.53	594,848.00	8,895,399.09
	1,949,535.04	1,663,927.48	5,685,022.77	3,786,043.55	594,848.00	13,679,376.84
						13,679,376.84
MARKET MINUS COST	0.00	311,417.82	(161,908.88)	(411,392.83)	(8,577.00)	(270,460.89)

PROCEEDS FROM SALE OF ASSETS 1099'S
COST BASIS OF ASSETS SOLD

CAPITAL GAIN (LOSS)

APFASSETS\YEAR

PROCEEDS FROM SALE OF ASSETS 1099'S	1,940,411.47	539,281.12	121,650.00	0.00	2,601,342.59
COST BASIS OF ASSETS SOLD					3,014,954.99
CAPITAL GAIN (LOSS)					(413,612.40)

Anna Paulina Foundation

Form 990-PF, Part VIII - 2010

Information About Officers, Directors, Trustees, Etc.

The Anna Paulina Foundation has no employees.

All the trustees are listed below. They devote minimal time to their positions and receive no compensation. They receive no benefits and no expense or other allowances.

President	John C. Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Vice-President	Elizabeth M. Neithercut 3400 West Bristol Road, Flint, MI 48507-3112
Secretary	Jeffry D. Rocco 3400 West Bristol Road, Flint, MI 48507-3112
Treasurer	Albert J. Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Edward J. Neithercut 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Mark Neithercut 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Barbara L. Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Anne Rocco 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Jane Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Kathryn Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Lisa A. Koegel 3400 West Bristol Road, Flint, MI 48507-3112

APF\TRUSTEES

Anna Paulina Foundation - 2010
EIN 38-6061335

Form 990-PF (2006)

CHARITABLE

Alzheimer's Disease Research	500 00	P O Box 1950 Clarksburg, MD 20871-1950
American Forests	1,500 00	P O Box 2000, Washington, DC 20077-4244
American Lung Association	500 00	12741 Saginaw St., Grand Blanc, MI 48439
American Red Cross	11,000.00	1401 S Grand Traverse, Flint, MI 48503
American Symphony Orchestra League	100.00	33 W 60th St, 5th Floor, New York, NY 10023-7905
Arthritis Foundation MI Chapter	500 00	1050 Wilshire Dr., Ste 302 Troy, MI 48084
BBB Wise Giving Alliance	100 00	P O Box 1808, Merrifield, VA 22116-8008
Cato Institute	1,000 00	1000 Massachusetts Ave, Washington, DC 20077-0172
Central Asian Institute	1,000 00	P O Box 7209, Bozeman, MT 49771
Community Foundation of Greater Flint	250 00	500 S Saginaw St, Flint, MI 48502
Crim Fitness Foundation	1,000 00	452 S Saginaw St, Suite 1, Flint, MI 48502
Doctors Without Borders	250 00	P O Box 5023, Hagerstown, MD 21741-5023
Downtown Outreach Ministry	2,000 00	414 W Court St, Flint, MI 48503
Dyslexia Institute of Michigan	10,000 00	532 E Shiawassee, Lansing, MI 48912
Engender Health	250 00	440 Ninth Ave, 12th Floor, New York, NY 10117-2783
Fisher House Foundation	10,000 00	111 Rockville Pike, Suite 420, Rockville, MD 20850-5168
Flint River Watershed Coalition	500 00	432 N Saginaw St., Suite 238, Flint, MI 48502
Free Medical Clinic of Genesee County	5,000 00	2437 Welch Blvd, Flint, MI 48504-6400
Friends of Flint Youth Theater	500 00	1220 E Kearsley St., Flint, MI 48503
Friends of Flint Farmers Market	1,000 00	420 E Boulevard Dr, Flint, MI 48503
Friends of For-Mar Foundation	500.00	2142 N Genesee Rd, Burton, MI 48509
Friends of Sloan Museum	250 00	1221 E Kearsley St, Flint, MI 48503
Girl Scouts Fair Winds Council	1,500 00	42804 Garfield, Clinton Township, MI 48038
Goodwill Industries of Mid-Michigan	500 00	501 S Avenll St, Flint, MI 48506
Greater Flint Arts Council	500 00	816 S Saginaw St., Flint, MI 48502-1730
Greenpeace	250 00	P O Box 90136, Fredericksburg, VA 22404-9952
Habitat for Humanity	500 00	5191 S Saginaw St, Flint, MI 48507
Higgins Lake Foundation	1,000 00	709 Lake St Roscommon, MI 48653-7665
Humane Society of Genesee Co	500 00	P O Box 190138, Burton, MI 48519-0138
International Rescue Committee	1,000 00	P O Box 98152, Washington, DC 20077-7355
Mackinac Center	5,000 00	140 W Main St, P O Box 568, Midland, MI 48640
Michigan Audubon Society	250 00	6011 W St Joseph, Ste 403, Lansing, MI 48908-0527
Michigan Nature Association	1,300 00	326 E Grand River Ave, Williamson, MI 48895
Music in the Parks	500 00	1120 E Kearsley St., Flint, MI 48503
National Audubon Society	250 00	P O Box 422247, Palm Coast, FL 32142-6716
National Right to Work Legal Defense Fnd	2,000.00	8001 Braddock Rd, Suite 600, Springfield, VA 22160
The Nature Conservancy	1,000 00	101 East Grand River, Lansing, MI 48906-4348
Negative Population Growth	250 00	2861 Duke St, Suite 36, Alexandria, VA 22314
Old Newsboys of Flint	500 00	3216 Lapeer, Flint, MI 48503
Parents Television Council	250 00	P O Box 1855, Merrifield, VA 22116-9624
PCI-Media Impact	250 00	777 United Nations Plaza, New York, NY 10164-0154
Planned Parenthood of E Central MI	1,000 00	3371 Beecher Rd, Flint, MI 48532-4903
Planned Parenthood Fed of America	1,000 00	P O Box 97166, Washington, DC 20077
Population Connection	750 00	P O Box 97129 Washington, DC 20077-7052
ProEnglish	100 00	P. O. Box 97005, Washington, DC 20090-7005
Resource Genesee	1,000 00	1401 S Grand Traverse, Flint, MI 48503
St Jude Children's Research Hospital	500 00	P O. Box 80, Memphis, TN 38101
Salem Housing Task Force	500 00	3216 M L King Ave, Flint, MI 48505
Sierra Club	500 00	109 E Grand River Avenue, Lansing, MI 48906
Special Olympics Area XIII	350 00	2413 W. Maple Ave., Flint, MI 48507
State Policy Network	5,000 00	2020 North 14th Street, Suite 250, Arlington, VA 22201
Stop Predatory Gambling Foundation	250 00	100 Maryland Ave, NE, Room 311, Washington, DC 20002
Trout Unlimited	250 00	P O Box 7400, Woolly Bugger WV 25438-7400
United Way	25,000 00	202 E Boulevard Dr, Flint, MI 48503
U S Olympic Committee	250 00	P O Box 7010 Albert Lea, MN 56007-8010
U S O World Headquarters	500 00	P O Box 96860, Washington, DC 20077-7677
Whaley Children's Center	1,000 00	1201 N Grand Traverse, Flint, MI 48503
Whaley Historical House	250 00	624 E Kearsley, Flint, MI 48503
The Wilderness Society	250.00	P O Box 97231, Washington DC 20077-7749
Weiss Children's Advocacy Center	500.00	515 East St, Flint, MI 48503
World Wildlife Fund	250 00	P O Box 96555, Washington DC 20077-7789
YMCA of Flint	1,000 00	411 E Third St, Flint, MI 48503
YWCA of Flint	15,000 00	310 E Third St, Flint, MI 48503

119,900 00

EDUCATIONAL

Berea College	500 00	101 Chestnut St , Berea, KY 40403
Flint Area Science Fair	1,000 00	P O Box 687 Flint, MI 48501
Hillsdale College	500.00	33 E College, Hillsdale, MI 49242
St Paul Lutheran School	250 00	402 S Ballenger, Flint, MI 48532
Starr Commonwealth	1,000 00	13725 26 Mile Rd, Albion, MI 49224
Wellesley College	250 00	106 Central St , Wellesley, MA 02481-8203

3,500 00

RELIGIOUS

Billy Graham Evan Ass'n	100.00	1 Billy Graham PKY, Charlotte, NC 28201
Carnage Town Ministres	750 00	605 Garland St, Flint, MI 48503
Chrnt Enrichment Center	1,500 00	322 E Hamilton Ave, Flint, MI 48505
Full Life Crusade	500 00	P O Box 398, Winona Lake, IN 46590
St Paul Lutheran Church	1,000 00	402 S Ballenger, Flint, MI 48532
Salvation Army	11,000 00	211 W Kearsley St, Flint, MI 48502
Young Life of Genesee County	25,000 00	10801 S Saginaw St, Grand Blanc, MI 48439

39,850 00
