

Form 990-PF

Return of Private Foundation

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

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

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

1906

Department of the Treasury Internal Revenue Service

For calendar year 2018 or tax year beginning 07/01, 2018, and ending 06/30, 2019

Name of foundation: GRACE I KLEINPELL TRUST
Number and street (or P.O. box number if mail is not delivered to street address): PO BOX 1558 DEPT EA5W86
City or town, state or province, country, and ZIP or foreign postal code: COLUMBUS, OH 43216

A Employer identification number: 38-6122631
B Telephone number (see instructions): 810-342-7089

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

C 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.

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust
[ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here.

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,895,485.
J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Contributions, Dividends, Rents, Net gain, Capital gain, Gross profit, Operating and Administrative Expenses, Total expenses, and Net investment income.

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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 . . . . .			
	2	Savings and temporary cash investments . . . . .	75,613.	4,223.	4,223.
	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 instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	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) . STMT 5 . . . . .	613,077.	613,077.	1,200,058.
	c	Investments - corporate bonds (attach schedule) . STMT 6 . . . . .	645,453.	645,453.	683,346.
	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 ▶ STMT 7 ) . . . . .	2.	2.	7,858.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,334,145.	1,262,755.	1,895,485.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
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 . . . . .	1,334,145.	1,262,755.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,334,145.	1,262,755.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,334,145.	1,262,755.		

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 1,334,145.
2	Enter amount from Part I, line 27a . . . . .	2 -71,745.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT FOR DEPLETION	3 356.
4	Add lines 1, 2, and 3 . . . . .	4 1,262,756.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5 1.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 1,262,755.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions . . . . .		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>HUNTINGTON NATIONAL BANK</u> Telephone no. ▶ <u>(810) 342-7089</u> Located at ▶ <u>PO BOX 1558 DEPT EA5W86, COLUMBUS, OH</u> ZIP+4 ▶ <u>43216</u>		
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 . . . . . ▶ <u>15</u>		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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 checked="" type="checkbox"/> Yes <input 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 instructions . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . . ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions ) . . . . . c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____	2b	
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 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4a	X
	4b	X

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

<b>5a</b> During the year, did the foundation pay or incur any amount to:			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions . . . . .	<b>5b</b>			
Organizations relying on a current notice regarding disaster assistance, check here . . . . .	<input type="checkbox"/>			
<b>c</b> 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? . . . . .	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<b>6b</b>			
If "Yes" to 6b, file Form 8870.	X			
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<b>7b</b>			
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No

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

**1 List all officers, directors, trustees, and foundation managers and their compensation. See 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 STATEMENT 8		25,200.		

**2 Compensation of five highest-paid employees (other than those included on line 1 - see 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		NONE	NONE	NONE

**Total number of other employees paid over \$50,000 . . . . .** NONE

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . . ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					/
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

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

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

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

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
GOODWILL INDUSTRIES OF MID MICHIGAN 501 S AVERILL FLINT MI 48506	NONE	PC	SUPPORT OF THIS CHARITY PER TERMS OF DOCUMENT	13,000.
GIRL SCOUTS OF SOUTHEASTERN MICHIGAN 1333 BREWERY PARK BLVD DETROIT MI 48207	NONE	PC	SUPPORT OF THIS CHARITY PER TERMS OF DOCUMENT	13,000.
YWCA OF FLINT 801 S SAGINAW STREET, STE 100 FLINT MI 48502	NONE	PC	SUPPORT OF THIS CHARITY PER TERMS OF DOCUMENT	13,000.
CHILD WELFARE SOCIETY OF FLINT 1623 MONICLAIR AVE FLINT MI 48503	NONE	PC	SUPPORT OF THIS CHARITY PER TERMS OF DOCUMENT	13,000.
MCFARLAN CHARITABLE CORPORATION 700 E KEARSLEY ST FLINT MI 48503	NONE	PC	SUPPORT OF THIS CHARITY PER TERMS OF DOCUMENT	13,000.
COMMUNITY FND OF GREATER FLINT ATTN: BRETT HU 500 S SAGINAW ST STE 200 FLINT MI 48502	NONE	PC	SUPPORT OF THIS CHARITY PER TERMS OF DOCUMENT	13,000.
BOY SCOUTS OF AMERICA WATER & WOODS FLD SERVI 137 S MARKETPLACE BLVD LANSING MI 48917-7756	NONE	PC	SUPPORT OF THIS CHARITY PER TERMS OF DOCUMENT	13,000.
<b>Total</b> .....				<b>3a</b> 91,000.
<b>b Approved for future payment</b>				
<b>Total</b> .....				<b>3b</b>

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DFA INTERNATIONAL CORE EQUITY PORTFOLIO	6,904.	6,904.
DFA US CORE EQUITY 1 PORTFOLIO	10,578.	10,578.
DFA EMERGING MARKETS CORE	1,398.	1,398.
DFA REAL ESTATE SECURITIES PORTFOLIO	1,864.	1,864.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	1,728.	1,728.
VANGUARD TOTAL BOND MARKET INDEX FUND -	16,886.	16,886.
VANGUARD INFLATION PROTECTED SECURITIES	1,742.	1,742.
	-----	-----
TOTAL	41,100.	41,100.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----
ROYALTY INCOME	2,375.	2,375.	2,375.
OTHER REVENUE	158.		
TOTALS	----- 2,533. =====	----- 2,375. =====	----- 2,375. =====

FORM 990PF, PART I - ACCOUNTING FEES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	2,050.			2,050.
TOTALS	2,050.	NONE	NONE	2,050.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	634.	
FEDERAL ESTIMATES - PRINCIPAL	920.	
FOREIGN TAXES ON QUALIFIED FOR	256.	256.
FOREIGN TAXES ON NONQUALIFIED	101.	101.
	-----	-----
TOTALS	1,911.	357.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
DFA US CORE EQUITY 1 PORTFOLIO	361,018.	361,018.	866,812.
DFA EMERG MKTS CORE EQUITY	50,071.	50,071.	56,448.
DFA INTERNATIONAL CORE EQUITY	167,035.	167,035.	217,010.
DFA REAL ESTATE SECS PORT	34,953.	34,953.	59,788.
TOTALS	----- 613,077. =====	----- 613,077. =====	----- 1,200,058. =====

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
VANGUARD INFLATION-PROTECTED S	66,766.	66,766.	70,709.
VANGUARD TOTAL BOND MARKET IND	578,687.	578,687.	612,637.
	-----	-----	-----
TOTALS	645,453.	645,453.	683,346.
	=====	=====	=====

FORM 990PF, PART II - OTHER ASSETS  
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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
MINERAL RIGHTS	1.	1.	2.
ROYALTY INTERESTS	1.	1.	7,856.
	-----	-----	-----
TOTALS	2.	2.	7,858.
	=====	=====	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
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OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

PO BOX 1558 DEPT EA5W86  
COLUMBUS, OH 43216

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 25,200.

COMPENSATION EXPLANATION:

Trustee Fees

TOTAL COMPENSATION: 25,200.  
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RENT AND ROYALTY SUMMARY

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PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
KLEINPELL ROYALTY IN	2,375.	356.		2,019.
	-----	-----	-----	-----
TOTALS	2,375.	356.		2,019.
	=====	=====	=====	=====