

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2005

Open to Public Inspection

A For the 2005 calendar year, or tax year beginning _____, and ending _____

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

C Name of organization: **DOMINO'S PIZZA PARTNERS FOUNDATION**
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite:
30 FRANK LLOYD WRIGHT DRIVE
 City or town, state or country, and ZIP + 4:
ANN ARBOR MI 48106

D Employer identification no.: **58-1703733**

E Telephone number: **734-930-3296**

F Accounting method: Cash Accrual Other (specify) _____

G Website: ▶ **N/A**

J Organization type (check only one) ▶ 501(c)(**3**) ◀ (insert no.) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. **Some states require a complete return.**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **1,727,307**

H and are not applicable to section 527 organizations. I
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates ▶ _____
H(c) Are all affiliates included? Yes No (If "No," attach a list. See instr.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number ▶ _____

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I		Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)	
Revenue	1	Contributions, gifts, grants, and similar amounts received:	
	a	Direct public support	1a 1,600,279
	b	Indirect public support	1b
	c	Government contributions (grants)	1c
	d	Total (add lines 1a through 1c) (cash \$ 1,600,279 noncash \$ _____)	1d 1,600,279
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2
	3	Membership dues and assessments	3
	4	Interest on savings and temporary cash investments	4 8,325
	5	Dividends and interest from securities	5 95,753
	6a	Gross rents	6a
	b	Less: rental expenses	6b
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c
7	Other investment income (describe ▶ _____)	7	
8a	Gross amount from sales of assets other than inventory	(A) Securities (B) Other	
b	Less: cost or other basis and sales expenses	8a	
c	Gain or (loss) (attach schedule)	8b	
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c	
8d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d	
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>		
a	Gross revenue (not including \$ 61,252 of contributions reported on line 1a)	SEE WORKSHEET	
b	Less: direct expenses other than fundraising expenses	9a 22,950	
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9b 22,950	
9c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c	
10a	Gross sales of inventory, less returns and allowances	10a	
b	Less: cost of goods sold	10b	
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c	
11	Other revenue (from Part VII, line 103)	11	
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12 1,704,357	
Expenses	13	Program services (from line 44, column (B))	13 1,270,873
	14	Management and general (from line 44, column (C))	14 79,469
	15	Fundraising (from line 44, column (D))	15 143,955
	16	Payments to affiliates (attach schedule)	16
	17	Total expenses (add lines 16 and 44, column (A))	17 1,494,297
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18 210,060
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19 2,669,458
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 1	20 39,707
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21 2,919,225

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Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22			
23	Specific assistance to individuals (attach schedule) STMT 2 <input type="checkbox"/>	23	1,145,887	1,145,887	
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25	83,058	24,917	49,835
26	Other salaries and wages	26	92,828	74,406	9,211
27	Pension plan contributions	27			
28	Other employee benefits	28	21,446	8,578	6,434
29	Payroll taxes	29	15,845	6,180	5,704
30	Professional fundraising fees	30			
31	Accounting fees	31	17,035	3,237	3,577
32	Legal fees	32	26,043		26,043
33	Supplies	33	6,085	2,434	1,521
34	Telephone	34			
35	Postage and shipping	35	2,638	1,846	528
36	Occupancy	36			
37	Equipment rental and maintenance	37			
38	Printing and publications	38	1,491	746	462
39	Travel	39	4,446	1,334	2,223
40	Conferences, conventions, and meetings	40	1,307		1,307
41	Interest	41			
42	Depreciation, depletion, etc. (attach schedule)	42			
43	Other expenses not covered above (itemize):				
a	SEE STATEMENT 3	43a	76,188	1,308	64,460
b		43b			
c		43c			
d		43d			
e		43e			
f		43f			
g		43g			
44	Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	1,494,297	1,270,873	143,955

Joint Costs. Check if you are following SOP 98-2.
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose?

▶ **SEE STATEMENT 4**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) & (4) orgs, & 4947(a)(1) trusts; but optional for others)

a THE FOUNDATION EXTENDS ANNUAL FINANCIAL AID TO APPROXIMATELY 1,000 DOMINO'S PIZZA TEAM MEMBERS IN TIMES OF CRISIS, NATURAL DISASTER, PERSONAL HARDSHIP AND ADVERSITY.

(Grants and allocations \$) If this amount includes foreign grants, check here ▶

1,270,873

b

(Grants and allocations \$) If this amount includes foreign grants, check here ▶

c

(Grants and allocations \$) If this amount includes foreign grants, check here ▶

d

(Grants and allocations \$) If this amount includes foreign grants, check here ▶

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ▶

f Total of Program Service Expenses (should equal line 44, column (B), Program services)

1,270,873

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year	
Assets	45 Cash-non-interest-bearing	100	45	100	
	46 Savings and temporary cash investments	602,937	46	483,378	
	47a Accounts receivable	47a			
	b Less: allowance for doubtful accounts	47b	47c		
	48a Pledges receivable	820,717			
	b Less: allowance for doubtful accounts	48b 50,000	1,034,194	48c	770,717
	49 Grants receivable		49		
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50		
	51a Other notes and loans receivable (attach schedule)	51a			
	b Less: allowance for doubtful accounts	51b	51c		
	52 Inventories for sale or use		52		
	53 Prepaid expenses and deferred charges	500	53		
	54 Investments-securities SEE STATEMENT 5 <input type="checkbox"/> Cost <input type="checkbox"/> FMV	1,041,060	54	1,674,020	
	55a Investments-land, buildings, and equipment: basis	55a			
	b Less: accumulated depreciation (attach schedule)	55b	55c		
56 Investments-other (attach schedule)		56			
57a Land, buildings, and equipment: basis	57a				
b Less: accumulated depreciation (attach schedule)	57b	57c			
58 Other assets (describe)		58			
59 Total assets (must equal line 74). Add lines 45 through 58.	2,678,791	59	2,928,215		
Liabilities	60 Accounts payable and accrued expenses	9,333	60	8,990	
	61 Grants payable		61		
	62 Deferred revenue		62		
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63		
	64a Tax-exempt bond liabilities (attach schedule)		64a		
	b Mortgages and other notes payable (attach schedule)		64b		
	65 Other liabilities (describe)		65		
66 Total liabilities. Add lines 60 through 65	9,333	66	8,990		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
	67 Unrestricted	770,930	67	853,276	
	68 Temporarily restricted		68	30,283	
	69 Permanently restricted	1,898,528	69	2,035,666	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70 Capital stock, trust principal, or current funds		70		
	71 Paid-in or capital surplus, or land, building, and equipment fund		71		
	72 Retained earnings, endowment, accumulated income, or other funds		72		
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	2,669,458	73	2,919,225	
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73.	2,678,791	74	2,928,215	

Part VI Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	SEE STMT 7 82b 35,000		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	N/A 84b		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		
	N/A 85a		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
	N/A 85b		
c	Dues, assessments, and similar amounts from members	85c	
d	Section 162(e) lobbying and political expenditures	85d	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		N/A 85g
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		N/A 85h
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	86a	
b	Gross receipts, included on line 12, for public use of club facilities	86b	
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders	87a	
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0 ; section 4912 0 ; section 4955 0		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year sections 4912, 4955, and 4958		0
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0
90a	List the states with which a copy of this return is filed GA, MI		
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)	90b	4
91a	The books are in care of DANA STEARNS Telephone no. 734-930-3296		
	Located at ANN ARBOR, MI ZIP + 4 48106		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	91b	X
	At any time during the calendar year, did the organization maintain an office outside of the United States?	91c	X
c	If "Yes," enter the name of the foreign country		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year 92		<input type="checkbox"/>

**SCHEDULE A
(Form 990 or 990-EZ)**

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0047

2005

Department of the Treasury
Internal Revenue Service

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

DOMINO'S PIZZA PARTNERS FOUNDATION

Employer identification number

58-1703733

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are 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) Comp.	(d) Contrib. to empl. ben. plans & deferred comp	(e) Expense account & other allowances
NONE				
.....				
.....				
.....				
.....				
.....				
Total number of other employees paid over \$50,000 ▶				

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
Total number of other contractors receiving over \$50,000 for other services ▶		

Part III Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities? SEE STATEMENT 8	X	
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V, FORM 990 SEE STATEMENT 9	X	
e Transfer of any part of its income or assets?		X
3a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)		X
b Do you have a section 403(b) annuity plan for your employees?		X
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		X
4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions-subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: Type 1 Type 2 Type 3

Provide the following information about the supported organizations (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28)	1,141,448	2,002,151	1,136,640	530,142	4,810,381
16 Membership fees received					0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	34,082	56,498	48,854	53,292	192,726
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	7,690	9,537	7,528	10,290	35,045
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					0
23 Total of lines 15 through 22	1,183,220	2,068,186	1,193,022	593,724	5,038,152
24 Line 23 minus line 17	1,149,138	2,011,688	1,144,168	540,432	4,845,426
25 Enter 1% of line 23	11,832	20,682	11,930	5,937	
26 Organizations described on lines 10 or 11:					
a Enter 2% of amount in column (e), line 24					26a 0
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c
d Add. Amounts from column (e) for lines:	18	19			26d
22	26b				
e Public support (line 26c minus line 26d total)					26e
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f %
27 Organizations described on line 12:					
a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:	(2004)	(2003)	(2002)	(2001)	
	67,345	83,109	2,614	33,355	
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger the amount on line 25 for the year or of (1) (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:	(2004)	(2003)	(2002)	(2001)	
	22,250	35,816	36,924	47,355	
c Add: Amounts from column (e) for lines:	15	16			27c
17	20	21			
	4,810,381	192,726	142,345		5,003,107
d Add: Line 27a total	and line 27b total				27d
					328,768
e Public support (line 27c total minus line 27d total)					27e
					4,674,339
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					27f
					5,038,152
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g
					92.7788%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h
					0.6956%
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 7 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	N/A	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
32 Does the organization maintain the following:			
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
33 Does the organization discriminate by race in any way with respect to:			
a Students' rights or privileges?	33a		
b Admissions policies?	33b		
c Employment of faculty or administrative staff?	33c		
d Scholarships or other financial assistance?	33d		
e Educational policies?	33e		
f Use of facilities?	33f		
g Athletic programs?	33g		
h Other extracurricular activities?	33h		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
34a Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b Has the organization's right to such aid ever been revoked or suspended?	34b		
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
.....			
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C B. 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768) **N/A**

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table-		
If the amount on line 40 is- The lobbying nontaxable amount is-		
Not over \$500,000	20% of the amount on line 40	
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
Over \$17,000,000	\$1,000,000	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.) **N/A**

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines through c h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines through c h.)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Statement 1 - Form 990, Line 20 - Other Changes in Net Assets or Fund Balances

Description	Amount
NET UNREALIZED GAINS ON INVESTMENTS	\$ 39,707
TOTAL	<u>\$ 39,707</u>

Statement 2 - Form 990, Part II, Line 23 - Specific Assistance to Individuals

Description	Amount
ASSISTANCE TO DOMINO'S PIZZA TEAM M SPECIAL NEEDS OR TRAGEDIES	\$ 646,518
HURRICAN RELIEF 2005	499,369
TOTAL	<u>\$ 1,145,887</u>

Statement 3 - Form 990, Part II, Line 43 - Other Functional Expenses

Description	Total Expenses	Program Service	Mgt & General	Fund- Raising
EXPENSES	\$	\$	\$	\$
BANK CHARGES	4,145		4,145	
PROMOTION	3,079	1,134	1,945	
ENDOWMENT WALL	55,809			55,809
ALL OTHER	13,155	174	4,330	8,651
TOTAL	<u>\$ 76,188</u>	<u>\$ 1,308</u>	<u>\$ 10,420</u>	<u>\$ 64,460</u>

Statement 4 - Form 990, Part III - Organization's Primary Exempt Purpose

DOMINO'S PIZZA PARTNERS FOUNDATION WAS ESTABLISHED TO ASSIST DOMINO'S PIZZA TEAM MEMBERS IN TIME OF SPECIAL NEED OR TRAGEDY AS A RESULT OF NATURAL DISASTERS, UNEXPECTED AFFLICTIONS, ON-THE-JOB ACCIDENTS AND OTHER EMERGENCIES.

Statement 5 - Form 990, Part IV, Line 54 - Investments in Securities

Description	Beginning of Year	End of Year	Basis of Valuation
CORPORATE STOCK			
MUTUAL FUNDS	1,041,060		
TIFF INVESTMENT PROGRAM		449,231	
TIFF INVESTMENT PROGRAM		1,224,789	
	<u>1,041,060</u>	<u>1,674,020</u>	

Federal Statements

Statement 6 - Form 990, Part V-A - List of Officers, Directors, Trustees, and Key Employees

Name	Address	Average Hours	Compensation	Benefits	Expenses
City, State, Zip	Title				
DANA STEARNS	30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR MI 48106	EXECUTIVE DI 0	83,550	0	0
JIM STANSIK	30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR MI 48106	CHAIRMAN 0	0	0	0
AISHA BASCARO	3550 CORPORATE WAY DULUTH GA 30096	TRUSTEE 0	0	0	0
MIKE BROWN	9145 CHESAPEAKE DRIVE SAN DIEGO CA 92123	TRUSTEE 0	0	0	0
FRANCISCA FERNANDEZ	30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR MI 48106	TRUSTEE 0	0	0	0
JIM GARNER	1809 PROVINE COURT MCKINNEY TX 75070	TRUSTEE 0	0	0	0
DANNY MALAMIS	115 STONE ORCHARD COURT ALPHARETTA GA 30004	TRUSTEE 0	0	0	0
DAVE MELTON	56 EAST 87TH STREET NEW YORK NY 10128	TRUSTEE 0	0	0	0
ANTHONY OSANI	3224 BOB WALLACE AVE. HUNTSVILLE AL 35805	TRUSTEE 0	0	0	0
KEN PEBBLES	30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR MI 48106	TRUSTEE 0	0	0	0
GEORGE RALPH	30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR MI 48106	TRUSTEE 0	0	0	0
PHIL RANDS	2659 ULMERTON ROAD CLEARWATER FL 33762	TRUSTEE 0	0	0	0

Federal Statements

Statement 7 - Form 990, Part VI, Line 82b - Donated Services

<u>Description</u>	<u>Amount</u>
DONATED USE OF FACILITIES, TELEPHONES, ETC.	\$ 35,000
TOTAL	<u>\$ 35,000</u>

Statement 8 - Schedule A, Part III, Line 2c - Furnishing Goods, Services, or Facilities

Description

DOMINO'S PIZZA LLC, A SUBSTANTIAL CONTRIBUTOR, DONATES OFFICE SPACE, TELEPHONE SERVICE AND INFORMATION TECHNOLOGY SUPPORT TO THE FOUNDATION.

Statement 9 - Schedule A, Part III, Line 2d - Payment of Compensation / Reimbursement of Exp

Description

SEE FORM 990, PART V

515

\$10 fee for v#16092

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 052970328
CONTROL NUMBER: J701972
EFFECTIVE DATE: 10/17/2005
REFERENCE : 0048
PRINT DATE : 10/24/2005
FORM NUMBER : 111

RECEIVED

NOV 01 2005

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DANA S. STEARNS
DOMINO'S PIZZA PARTNERS FOUNDATION
P.O. BOX 997
ANN ARBOR, MI 481060997

MI DEPT OF LABOR AND ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

FILED

DEC 09 2005

Administrator
CERTIFICATE OF AMENDMENT BUREAU OF COMMERCIAL SERVICES

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

DOMINO'S PIZZA PARTNERS FOUNDATION, INC.
A DOMESTIC NONPROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State

RK

990-200

Amendments to the Articles of Incorporation of Domino's Pizza Partners Foundation, Inc.

All of the following amendments to the Articles of Incorporation of Domino's Pizza Partners Foundation, Inc. were duly adopted on the TENTH day of OCTOBER, 2005. At a meeting of the Board of Trustees on that date, the necessary votes were cast in favor of these amendments.

Signed this TWELFTH day of OCTOBER, 2005

/s: [Signature] Secretary
[Officer's name and title]

Date: 10-12-05, 2005

1. Subsections (iii), (iv), (v), (vi), and (vii) of Article VII were deleted.
2. The following article was added:

Article XI

1. No Trustee of the corporation shall be liable to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as a Trustee, except liability:
 - (a) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation;
 - (b) for acts or omissions which involve intentional misconduct or a knowing violation of law;
 - (c) for the types of liability set forth in Georgia Code Sections 14-3-860 through 14-3-864; or
 - (d) for any transaction from which the Trustee received an improper personal benefit.
2. If the Georgia Nonprofit Corporation Code is amended after approval of this article by the Trustees to authorize corporate action further eliminating or limiting the personal liability of Trustees, then, without further corporate action, the liability of a Trustee of the corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended.
3. Neither the amendment nor repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this article shall eliminate or adversely affect any right or protection of a Trustee of

SECRETARY OF STATE
CORPORATION DIVISION

1005533

the corporation existing immediately prior to such amendment, repeal or adoption. The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, the Articles of Incorporation and the Bylaws of the corporation.

3. The following article was added:

Article XII

1. A Trustee is not liable to the corporation, any member, or any other person for any action taken or not taken as a Trustee if the Trustee discharged his or her duties as a Trustee, including his or her duties as a member of a committee:
 - (A) In a manner the Trustee believes in good faith to be in the best interests of the corporation; and
 - (B) With the care an ordinarily prudent person in a like position would exercise under similar circumstances;

2. In discharging his or her duties, a Trustee is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following, unless he or she has knowledge concerning the matter in question that makes reliance unwarranted:
 - (A) One or more officers or employees of the corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented;
 - (B) Legal counsel, public accountants, or other persons as to matters the Trustee reasonably believes are within the person's professional or expert competence;
 - (C) A committee of the board of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee reasonably believes the committee merits confidence.

3. If the Georgia Nonprofit Corporation Code is amended after approval of this article by the Trustees to provide further protection from liability for the Corporation's Trustees, then, without further corporate action, the liability of a Trustee of the corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended.

SECRETARY OF STATE
CORPORATION DIVISION
OCT 17 PM 3:03