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

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

2011

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation
RICHARD D. AND LYNETTE S. MERILLAT
NON-PROFIT CORPORATION

Number and street (or P.O. box number if mail is not delivered to street address)
MERRILL LYNCH TRUST CO FSB PO BOX 1525

City or town, state, and ZIP code
PENNINGTON, NJ 08534

Room/suite

A Employer identification number
38-3148627

B Telephone number
(609) 274-6561

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 ☐

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

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

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

H Check type of organization ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 15,245,787. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
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		284,620.	283,598.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<99,568.>			
b Gross sales price for all assets on line 6a		3,829,640.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<16,154.>	<16,154.>	0.	STATEMENT 2
12 Total. Add lines 1 through 11		168,898.	267,444.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		3,094.	3,094.	0.	0.
b Accounting fees STMT 4		8,725.	5,235.	0.	3,490.
c Other professional fees STMT 5		50,533.	50,533.	0.	0.
17 Interest					
18 Taxes STMT 6		20,012.	3,012.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		319.	319.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		82,683.	62,193.	0.	3,490.
25 Contributions, gifts, grants paid		805,500.			805,500.
26 Total expenses and disbursements. Add lines 24 and 25		888,183.	62,193.	0.	808,990.
27 Subtract line 26 from line 12		<719,285.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			205,251.		
c Adjusted net income (if negative, enter -0-)				0.	

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RICHARD D. AND LYNETTE S. MERILLAT

Form 990-PF (2011)

NON-PROFIT CORPORATION

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	103,529.	50,920.	50,920.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 8	19,536.	0.	0.
	b	Investments - corporate stock STMT 9	14,115,824.	14,050,396.	13,943,071.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	2,076,142.	1,494,430.	1,251,796.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	16,315,031.	15,595,746.	15,245,787.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	16,315,031.	15,595,746.	
	30	Total net assets or fund balances	16,315,031.	15,595,746.	
	31	Total liabilities and net assets/fund balances	16,315,031.	15,595,746.	

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	16,315,031.
2	Enter amount from Part I, line 27a	2	<719,285.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,595,746.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,595,746.

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 SEE ATTACHED STATEMENT				
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 3,829,640.		3,929,208.	<99,568.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			<99,568.>

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<99,568.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2010	767,122.	16,427,706.	.046697
2009	846,715.	15,995,923.	.052933
2008	865,191.	17,211,501.	.050268
2007	1,082,683.	25,473,089.	.042503
2006	1,086,863.	24,891,325.	.043664

2 Total of line 1, column (d)	2	.236065
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	.047213
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,695,870.
5 Multiply line 4 by line 3	5	741,049.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,053.
7 Add lines 5 and 6	7	743,102.
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	8	808,990.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,053.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	2,053.
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	2,053.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	34,641.	
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	34,641.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32,588.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 32,588. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			X
1c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

N/A

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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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MERRILL LYNCH TRUST CO FSB Telephone no ► (609) 274-1674 Located at ► PO BOX 1525, PENNINGTON, NJ ZIP+4 ► 08534			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, 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 Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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 checked="" type="checkbox"/> Yes <input 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ☐

5b X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RICHARD D. MERILLAT	TRUSTEE, PRESIDENT			
1800 WEST US 223				
ADRIAN, MI 49221	1.00	0.	0.	0.
LYNETTE S. MERILLAT	TRUSTEE, SECRETARY			
1800 WEST US 223				
ADRIAN, MI 49221	1.00	0.	0.	0.
JOHN THURMAN	TRUSTEE			
1800 WEST US 223				
ADRIAN, MI 49221	1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15,706,689.
b	Average of monthly cash balances	1b	228,204.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,934,893.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,934,893.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	239,023.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,695,870.
6	Minimum investment return. Enter 5% of line 5	6	784,794.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	784,794.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,053.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,053.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	782,741.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	782,741.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	782,741.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	808,990.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	808,990.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,053.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	806,937.

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.

RICHARD D. AND LYNETTE S. MERILLAT
NON-PROFIT CORPORATION

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				782,741.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			793,620.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 808,990.				
a Applied to 2010, but not more than line 2a			793,620.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				15,370.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				767,371.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter (1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

SEE STATEMENT 11

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 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

SEE STATEMENT 12

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
MISCELLANEOUS CHARITABLE CONTRIBUTIONS - SEE ATTACHMENT		PUBLIC		805,500.
Total			3a	805,500.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	284,620.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			18	<16,154.>	
8	Gain or (loss) from sales of assets other than inventory			18	<99,568.>	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		168,898.	0.
13	Total. Add line 12, columns (b), (d), and (e)				168,898.	168,898.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.



Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

DOUGLAS A. KELLY

Preparer's signature
T. J. A. V. G., CPA
LLP

12/14/12

P00091369

Firm's name ▶ DELOITTE TAX LLP

Firm's EIN ► 86-1065772

Firm's address ► 101 N. MAIN ST., SUITE 600
ANN ARBOR, MI 48104-1411

Phone no (734) 769-6200

Form **990-PF** (2011)

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	PUBLICALLY TRADED SECURITIES 015	P	VARIOUS	VARIOUS
b	PUBLICALLY TRADED SECURITIES 022	P	VARIOUS	VARIOUS
c	PUBLICALLY TRADED SECURITIES 024	P	VARIOUS	VARIOUS
d	PUBLICALLY TRADED SECURITIES M82	P	VARIOUS	VARIOUS
e	PUBLICALLY TRADED SECURITIES J05	P	VARIOUS	VARIOUS
f	PUBLICALLY TRADED SECURITIES - SETTLEMENTS	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(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 121,260.		114,833.	6,427.
b 32,807.		32,273.	534.
c 1,464,489.		1,557,763.	<93,274.>
d 1,039,186.		1,101,603.	<62,417.>
e 1,125,757.		1,122,736.	3,021.
f 179.			179.
g 45,962.			45,962.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			6,427.
b			534.
c			<93,274.>
d			<62,417.>
e			3,021.
f			179.
g			45,962.
h			
i			
j			
k			
l			
m			
n			
o			

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	<99,568.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Richard D. & Lynette S. Merillat Non-Profit Corporation

EIN: 38-3148627

Form 990-PF, Part VII-B, Line 5(c)

Fiscal Year Ended June 30, 2012

REPORT ON EXPENDITURE RESPONSIBILITY GRANTS

Pursuant to Treasury Regulation 53.4945-5(d), the taxpayer provides the following report:

The name and address of the Grantee is The Merillat Foundation, 3992 Holden Drive, Ann Arbor, Michigan 48103.

The date of the grant was June 8, 2010, \$50,000.

The purpose of the grant is to fund educational, charitable and religious grants of the Grantee, including promotion and general advancement of education, and the promotion and support of organizations that promote and support Christian causes and values.

The Grantee expended \$18,500 of the grant during the period ended December 31, 2010 based on the Grantee's report to the Taxpayer dated March 23, 2011.

The Grantee expended \$11,500 of the grant during the period ended December 31, 2011 based on the Grantee's report to the Taxpayer dated February 14, 2012.

To the knowledge of the Taxpayer, no portion of the granted funds has been diverted from the purpose of the grant.

RL FDN FIXED INCOME

Account Number: 015

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2012 - June 29, 2012

CASH/MONEY ACCOUNTS		Total		Estimated	Estimated	Estimated	Est. Annual
Description	Quantity	Cost Basis	Market Price	Market Value	Annual Income	Income	Yield%
CASH	0.62	0.62		.62			
BIF MONEY FUND	1,493.00	1,493.00	1.0000	1,493.00			
TOTAL		1,493.62		1,493.62			

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Income	Current Yield%
DOUBLELINE CORE FIXED INCOME FUND CL I	59,442	660,994.54	11.1800	664,561.56	3,567.02	660,994	3,567	28,889	4.34
SYMBOL: DBLFX Initial Purchase:04/09/12									
Fixed Income 100%									
.4460 Fractional Share		4.96	11.1800	4.99	.03			1	4.34

LOOMIS SAYLES GBLB BOND FD INSTL CL	39,275	660,998.07	16.7700	658,641.75	(2,356.32)	660,998	(2,356)	28,161	4.27
SYMBOL: LSGBX Initial Purchase:04/09/12									
Fixed Income 100%									
1040 Fractional Share		1.75	16.7700	1.74	(0.01)			1	4.27

PIMCO TOTAL RETURN FUND CL P	59,565	609,948.99	11.3000	673,084.50	63,135.51	581,265	91,818	21,263	3.15
SYMBOL: PTPPX Initial Purchase:02/17/09									
Fixed Income 100%									
.2100 Fractional Share		2.14	11.3000	2.37	.23			1	3.15

TEMPLETON GLOBAL TOTAL RETURN FUND CL ADV	50,685	613,717.89	12.7800	647,754.30	34,036.41	613,717	34,036	29,596	4.56
SYMBOL: TTRZX Initial Purchase:11/23/09									
Fixed Income 100%									

RL FDN FIXED INCOME

Account Number: 015

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	(continued)	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
.8100 Fractional Share			10.54	12.7800	10.35	(0.19)			1 4.56
Subtotal (Fixed Income)					2,644,061.56				
TOTAL			2,545,678.88		2,644,061.56	98,382.68		127,065	107,913 4.08
TOTAL PRINCIPAL INVESTMENTS			2,547,172.50		2,645,555.18	98,382.68		107,913	107,913 4.08

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.52	0.52		.52		
BIF MONEY FUND	4,899.00	4,899.00	1.0000	4,899.00		
TOTAL		4,899.52		4,899.52		
TOTAL INCOME INVESTMENTS		4,899.52		4,899.52		

RL FDN LONG SHORT

Account Number: 022

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2012 - June 29, 2012

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.89	0.89		.89		
BIF MONEY FUND	2,968.00	2,968.00	1.0000	2,968.00		
TOTAL		2,968.89		2,968.89		

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
ABERDEEN EQUITY LONG SHORT FUND I SYMBOL: GGUJX Initial Purchase:11/19/10 Equity 100% .5750 Fractional Share	86,259	993,703.03	11.2500	970,413.75	(23,289.28)	993,703	(23,289)		
AQR DIVERSIFIED ARBITRAGE FUND CL I SYMBOL: ADAIX Initial Purchase:11/19/10 Equity 100% 9330 Fractional Share	85,799	963,522.57	11.0100	944,846.99	(18,675.58)	963,522	(18,875)	7,888	.83
ASTON/LAKE PARTNERS LASSO ALT FUND CL I SYMBOL: ALSOX Initial Purchase:05/05/11 Equity 100% .1960 Fractional Share	81,594	1,026,412.41	12.1300	989,735.22	(36,677.19)	1,026,412	(36,677)		
NATIXIS GATEWAY FUND CL Y SYMBOL: GTEYX Initial Purchase:04/27/09 Equity 100%	37,229	919,554.59	27.0000	1,005,183.00	85,628.41	919,554	85,628	18,275	1.81

RL FDN LONG SHORT

Account Number: 022

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
.5660 Fractional Share		13.11	27.0000	15.28	2.17			1 1.81
PYXIS LONG/SHORT EQUITY FUND CL A	90.123	1,006,398.53	11.3000	1,018,389.90	11,991.37	1,006,398	11,991	
SYMBOL: HEOAX Initial Purchase: 11/19/10								
Equity 100%		0.64	11.3000	.68	.04			
.0600 Fractional Share								
Subtotal (Equities)		4,909,624.36		4,928,403.94	18,779.58		18,778	.53
TOTAL				4,931,372.83	18,779.58		26,165	.53
TOTAL PRINCIPAL INVESTMENTS							26,165	.53

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

RL FDN ABS RET

Account Number: 024

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2012 - June 29, 2012

CASH/MONEY ACCOUNTS				Estimated	Estimated	Est. Annual
Description	Quantity	Total Cost Basis	Market Price	Market Value	Annual Income	Yield%
CASH	0.85	0.85		.85		
BIF MONEY FUND	769.00	769.00	1.0000	769.00		
TOTAL		769.85		769.85		

MUTUAL FUNDS/CLOSED END FUNDS/UIT				Estimated	Unrealized	Total Client	Cumulative	Estimated
Description	Quantity	Total Cost Basis	Market Price	Market Value	Gain/(Loss)	Investment	Investment Return (\$)	Annual Current Income
CALAMOS MARKET NEUTRAL INCOME FD CL I SYMBOL: CMNIX Initial Purchase:11/19/10 Equity 100%	59,408	707,905.67	12.3600	734,282.88	26,377.21	707,905	26,377	11,404
5420 Fractional Share		6.58	12.3600	6.70	.12			1

DWS DISCIPLINED MARKET NEUTRAL FD CL S SYMBOL: DDM SX Initial Purchase:11/19/10 Equity 100%	76,762	744,918.27	9.4200	723,098.04	(21,820.23)	744,918	(21,820)	
4250 Fractional Share		4.09	9.4200	4.00	(0.09)			

EATON VANCE GBL MACRO ABSOLUTE RETURN CL I SYMBOL: EIGMX Initial Purchase:11/23/09 Fixed Income 100%	74,001	763,604.61	9.7900	724,469.79	(39,134.82)	763,604	(39,134)	28,711
1850 Fractional Share		1.84	9.7900	1.81	(0.03)			1

PIMCO UNCONSTRAINED BOND FUND CL P SYMBOL: PUCPX Initial Purchase:11/19/10 Fixed Income 100%	63,438	709,099.67	11.3700	721,290.06	12,190.39	709,099	12,190	11,606
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RL FDN ABS RET

Account Number: 024

June 01, 2012 - June 29, 2012

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

Description	MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued)	Quantity	Total		Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
			Cost Basis	10 12							
.9020 Fractional Share				10 12	11.3700	10.26	.14			1	1.60
PUTNAM ABSOLUTE RETURN	65,338		717,154.34	11.1300	727,211.94	10,057.60		717,154	10,057	22,929	3.15
500 FUND CL Y											
SYMBOL: PJMYX Initial Purchase: 11/19/10											
Fixed Income 63% Equity 37%			6.73	11.1300	6.83	.10				1	3.15
.6140 Fractional Share											
Subtotal (Fixed Income)						1,903,919.75					
Subtotal (Equities)						1,726,462.56					
TOTAL			3,642,711.92			3,630,382.31	(12,329.61)		(12,330)	74,654	2.06
TOTAL PRINCIPAL INVESTMENTS			3,643,481.77			3,631,152.16	(12,329.61)		74,654	2.06	

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

R AND L FDN CASH

Account Number: D41

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2012 - June 29, 2012

CASH/MONEY ACCOUNTS		Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
Description							
CASH		0.27	0.27		.27		
BIF MONEY FUND		7,351.00	7,351.00	1.0000	7,351.00		
TOTAL			7,351.27		7,351.27		

EQUITIES		Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
Description	Symbol Acquired								
ACCEL88 TECHNOLOGY CORP	AXK 03/02/06	38	0.0263	1.00	2.6900	102.22	101.22		
LUMENIS LTD	03/14/05	7	0.1428	1.00	N/A	N/A	N/A		
TOTAL				2.00		102.22	101.22		
TOTAL PRINCIPAL INVESTMENTS				7,353.27		7,453.49	101.22		

Total values exclude N/A items

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS		Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
Description							
CASH		0.46	0.46		.46		
BIF MONEY FUND		998.00	998.00	1.0000	998.00		
TOTAL			998.46		998.46		
TOTAL INCOME INVESTMENTS			998.46		998.46		

LONG PORTFOLIO		Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS		8,351.73	8,451.95	101.22			

Account Number: E21

RL FDN LOWE

June 01, 2012 - June 29, 2012

ASSETS NOT HELD/VALUED BY MLPF&S

The amounts shown for Assets Not Held/Valued By MLPF&S are for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change. Unless otherwise indicated, the value shown for these investments has been provided by the management, administrator or sponsor of each program or a third-party vendor, in each case without independent verification by MLPF&S. These investments are generally illiquid, not listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize amounts shown upon a sale or liquidation. These investments are not registered in the name of nor held by MLPF&S or its nominees and MLPF&S has no responsibility to safekeep, monitor or value these investments. MLPF&S makes no representation as to the accuracy of the value(s) provided. MLPF&S does not hold or act as custodian of these investments and they are not covered by SIPC.

ALL OTHER ASSETS NOT HELD/VALUED BY MLPF&S

Description	Quantity	Est. Value Per Unit	Est. Value
LOWE REAL ESTATE INC&GRO	1,000		
PTNR LLC-I, VAL REFLECTS			
GP ESTIMATE OF VALUE			
	<i>COST</i>		
	<i>BASIS</i>		
			<i>EST. MARKET VALUE</i>
TOTAL ASSETS NOT HELD/VALUED BY MLPF&S	526,700		\$410,384.00

The amount shown for Total Assets Not Held/Valued By MLPF&S is for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change. Unless otherwise indicated, the value shown for these investments has been provided by the management, administrator or sponsor of each program or a third-party vendor, in each case without independent verification by MLPF&S. These investments are generally illiquid, not listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize amounts shown upon a sale or liquidation. These investments are not registered in the name of nor held by MLPF&S or its nominees and MLPF&S has no responsibility to safekeep, monitor or value these investments. MLPF&S makes no representation as to the accuracy of the value(s) provided. MLPF&S does not hold or act as custodian of these investments and they are not covered by SIPC.

RL FDN EQUITY

Account Number: M82

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2012 - June 29, 2012

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.81	0.81		.81		
BIF MONEY FUND	6,605.00	6,605.00	1.0000	6,605.00		
TOTAL		6,605.81		6,605.81		

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
IWA WORLDWIDE FUND CL I SYMBOL: IWIX Initial Purchase: 07/17/09 Fixed Income 16% Equity 84% .0630 Fractional Share	30,689	438,637.13	15.5600	477,520.84	38,883.71	419,755	57,765	4,938	1.03
JOHN HANCOCK GLOBAL OPPORTUNITIES FD CL I SYMBOL: JGPX Initial Purchase: 11/19/10 Equity 100% .1200 Fractional Share	32,448	570,279.37	13.2100	428,638.08	(141,641.29)	570,279	(141,641)	2,692	.62
PIMCO COMMODITY REAL RETURN STRATEGY FD CL P SYMBOL: PCRFX Initial Purchase: 04/09/12 Fixed Income 100% .1020 Fractional Share	52,102	346,999.25	6.4100	333,973.82	(13,025.43)	346,999	(13,025)	70,753	21.18
THE OAKMARK GLOBAL FUND SYMBOL: OAKGX Initial Purchase: 11/19/10 Equity 100% 7730 Fractional Share	21,812	469,433.70	21.1500	461,323.80	(8,109.90)	469,433	(8,109)		

RL FDN EQUITY

Account Number:

M82

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
VANGUARD DIVIDEND APPRECIATION ETF SYMBOL: VIG Equity 100% Initial Purchase: 03/18/11	8,501	455,722.89	56.6900	481,921.69	26,198.80	455,722	26,198	2.12
VIRTUS PREMIUM ALPHA SECTOR FUND CL I SYMBOL: VAPIX Equity 100% .5320 Fractional Share Initial Purchase: 06/17/11	37,939	471,279.66	12.8500	487,516.15	16,236.49	471,279	16,236	.94
		6.60	12.8500	6.84	.24			1 .94
Subtotal (Fixed Income)				410,377.96				
Subtotal (Equities)				2,260,542.83				
TOTAL		2,752,379.09		2,670,920.79	(81,458.30)		(62,576)	3.49
TOTAL PRINCIPAL INVESTMENTS		2,758,984.90		2,677,526.60	(81,458.30)		93,228	3.48

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

Initial Purchase: Date of your initial investment in this fund.

MICHIGAN NON-PROFIT CORP.

Account Number: J05

24-Hour Assistance: (866) 4MLBUSINESS
Access Code: 91-656-04505

YOUR WCMA ASSETS

June 01, 2012 - June 29, 2012

CASH/MONEY ACCOUNTS					
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income
CASH	0.80	0.80		.80	
BBIF MONEY FUND CLASS 3	2,375.00	2,375.00	1.0000	2,375.00	
TOTAL		2,375.80		2,375.80	

A change in tier assignment will automatically convert the class of BBIF money fund shares held in your account. The WCMA Agreement and Program Description and the BBIF Fund Prospectus contain more details.

EQUITIES					
Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis
ML&CO SRN MLFI-TR SV=95.41 FRONTIER SRN DUE JULY 3, 2013	MLDMV06/26/08		20,000	10.0000	200,000.00
					3,4600
					Estimated Market Price
					Estimated Market Value
					Estimated Annual Income
					Estimated Current Yield%
					Unrealized Gain/(Loss)
					Annual Income
					Estimated Annual Income
					Estimated Current Yield%
TOTAL					200,000.00
					69,200.00
					(130,800.00)

ALTERNATIVE INVESTMENTS					
Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price
OIL ARN ISSUER BAC CAP 44% SV 114.93 DUE 11/19/12	05/25/11	42,000	10.0000	420,000.00	8.4400
					Estimated Market Price
					Estimated Market Value
					Estimated Annual Income
					Estimated Current Yield%
					Unrealized Gain/(Loss)
					Annual Income
					Estimated Annual Income
					Estimated Current Yield%
RICI ARN ISSUER SEK CAP 12 95% SV 2,819.97 DUE 05/23/13	03/29/12	54,773	10.0000	547,730.00	8.8900
					Estimated Market Price
					Estimated Market Value
					Estimated Annual Income
					Estimated Current Yield%
					Unrealized Gain/(Loss)
					Annual Income
					Estimated Annual Income
					Estimated Current Yield%
TOTAL				967,730.00	
					841,411.97
					(126,318.03)

LONG PORTFOLIO					
	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income
TOTAL	1,170,105.80	912,987.77	(257,118.03)		

Richard D. & Lynette S. Merillat Non-Profit Corporation

Fiscal Year Ended June 30, 2012

Form 990-PF, Part XV, 3a, EIN 383148627

Contributions Paid

Note: All recipients are publicly supported charities

Date	Recipient	Address	Purpose	Amount
6/1/2012	Alliance Defense Fund	Scottsdale, AZ	Opns. Support	20,000
6/1/2012	American Values	Washington, DC	Opns. Support	10,000
6/1/2012	Bay Harbor Foundation	Petoskey, MI	Opns. Support	10,000
6/1/2012	Boys & Girls Club of Collier County	Naples, FL	Opns. Support	15,000
6/1/2012	CEO Forum	Colorado Springs, CO	Opns. Support	30,000
6/1/2012	Charlevoix Area Hospital Foundation	Charlevoix, MI	Opns. Support	20,000
6/1/2012	Family Research Council	Washington, DC	Opns. Support	30,000
3/30/2012	Huntington University	Huntington, IN	Opns. Support	350,000
6/6/2012	Huntington University	Huntington, IN	Opns. Support	200,000
6/1/2012	Joni & Friends	Agoura, CA	Opns. Support	25,000
6/1/2012	National Day of Prayer	Dallas, TX	Opns. Support	5,000
6/1/2012	ORPHANetwork	Virginia Beach, VA	Opns. Support	10,000
9/20/2011	Philharmonic Center for the Arts	Naples, FL	Opns. Support	2,500
6/1/2012	Prison Fellowship Ministries	Lansdowne, VA	Opns. Support	30,000
6/1/2012	RBC Ministries	Grand Rapids, MI	Opns. Support	5,000
6/1/2012	Remedy FM	Fort Wayne, IN	Opns. Support	15,000
6/1/2012	Salvation Army of Naples	Naples, FL	Opns. Support	10,000
6/1/2012	Smile Train	New York, NY	Opns. Support	10,000
6/1/2012	WBCL	Fort Wayne, IN	Opns. Support	5,000
6/20/2012	Women's Resource Center	Petoskey, MI	Opns. Support	3,000
			Total	805,500

Richard & Lynette Merillat Foundation
 Payment Disclosure
 Fiscal Year End 6/30/12

Account	Description	Name	Address	Amount Paid
All Accounts	Trustee Fees	Merrill Lynch	Four World Trade Center, 250 Vesey Street, New York, NY 10048	50,533
				50,533

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH 656-04J05	1,076.	0.	1,076.
MERRILL LYNCH 656-74015	107,262.	2,521.	104,741.
MERRILL LYNCH 656-74022	82,276.	9,639.	72,637.
MERRILL LYNCH 656-74024	80,336.	22,833.	57,503.
MERRILL LYNCH 656-74M82	59,632.	10,969.	48,663.
TOTAL TO FM 990-PF, PART I, LN 4	330,582.	45,962.	284,620.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME/(LOSS) FROM LOWE PASSTHROUGH ENTITY	<16,154.>	<16,154.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<16,154.>	<16,154.>	0.

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,094.	3,094.	0.	0.
TO FM 990-PF, PG 1, LN 16A	3,094.	3,094.	0.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTANT FEES	8,725.	5,235.	0.	3,490.	
TO FORM 990-PF, PG 1, LN 16B	8,725.	5,235.	0.	3,490.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRUSTEE FEES	50,533.	50,533.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	50,533.	50,533.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,012.	3,012.	0.	0.	
EXCISE TAXES	17,000.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	20,012.	3,012.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS EXPENSES	319.	319.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	319.	319.	0.	0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	14,050,396.	13,943,071.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,050,396.	13,943,071.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	1,494,430.	1,251,796.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,494,430.	1,251,796.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER

RICHARD D. MERILLAT
LYNETTE S. MERILLAT

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD D MERILLAT, 1800 WEST US 223, ADRIAN, MI 49221

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN LETTER INCLUDING PURPOSE OF REQUEST, PROOF OF EXEMPT STATUS AND
DESCRIPTION OF CHARITABLE ACTIVITY.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTED TO ORGANIZATIONS LOCATED WITHIN THE CITY OF ADRIAN, MICHIGAN AND
SURROUNDING COMMUNITIES OR ORGANIZATIONS PROMOTING CHRISTIAN VALUES.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. RICHARD D. AND LYNETTE S. MERILLAT NON-PROFIT CORPORATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 38-3148627
	Number, street, and room or suite no. If a P.O. box, see instructions. MERRILL LYNCH TRUST CO FSB PO BOX 1525	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PENNINGTON, NJ 08534	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MERRILL LYNCH TRUST CO FSB
• The books are in the care of ► **PO BOX 1525, PENNINGTON, NJ - 08534**
Telephone No. ► **(609) 274-1674** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 2,053.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 34,641.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2012)