Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545 0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: MICHAUX FAMILY FOUNDATION

A Employer identification number: 20-1807893

Number and street (or P O box number if mail is not delivered to street address): C/O 2990 LONG PRAIRIE ROAD, SUITE A | Room/suite

B Telephone number (see the instructions): (972) 355-8222

City or town: FLOWER MOUND | State: TX | ZIP code: 75022

C If exemption application is pending, check here ► ☐

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

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 895,704.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

RECEIVED NOV 15 2013 OGDEN, UT 309 RS-OS

SCANNED NOV 26 2013

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions gifts grants etc received (att sch)	36,100.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	8.	8.	8.	
	4 Dividends and interest from securities	28,203.	28,203.	28,203.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV line 2)		31,905.		
	8 Net short-term capital gain			3,291.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	-4,190.	-2,213.	-2,213.	
	12 **Total.** Add lines 1 through 11	60,121.	57,903.	29,289.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers directors trustees etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	2,300.		2,300.	
	c Other prof fees (attach sch) L-16c Stmt	8,698.	8,698.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) US TREASURY	358.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) WIRE FEES	90.		90.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,446.	8,698.	2,390.	
	25 Contributions, gifts, grants paid	73,500.			73,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	84,946.	8,698.	2,390.	73,500.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-24,825.			
	b **Net investment income** (if negative enter 0)		49,205.		
	c **Adjusted net income** (if negative enter 0)			26,899.	

916 14

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing	4,501.	40,972.	40,972.
	2	Savings and temporary cash investments	33,744.	4,947.	4,947.
	3	Accounts receivable ►			
		Less. allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	588,318.	328,189.	408,145.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	134,339.	276,262.	285,358.
	11	Investments – land, buildings, and equipment basis ►			
		Less· accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) L-13 Stmt	48,539.	166,151.	156,282.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	809,441.	816,521.	895,704.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	809,441.	816,521.	
	30	**Total net assets or fund balances** (see instructions)	809,441.	816,521.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	809,441.	816,521.	

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	809,441.
2	Enter amount from Part I, line 27a	2	-24,825.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	31,905.
4	Add lines 1, 2, and 3	4	816,521.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	816,521.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day year)	(d) Date sold (month day, year)
1a	SEE ATTACHED SCHEDULES	D	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	615,293.		583,388.	31,905.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than 0-) or Losses (from column (h))
a				31,905.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter 0 in Part I, line 7	2	31,905.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	3,291.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	44,821.	843,925.	0.053110
2010	119,304.	906,488.	0.131611
2009	119,304.	871,608.	0.136878
2008	94,836.	667,896.	0.141992
2007	58,000.	1,061,903.	0.054619

2	**Total** of line 1, column (d)	2	0.518210
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	0.103642
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	841,911.
5	Multiply line 4 by line 3	5	87,257.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	492.
7	Add lines 5 and 6	7	87,749.
8	Enter qualifying distributions from Part XII, line 4	8	73,500.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b	1	984.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	984.
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	984.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	9.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	993.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ ______ (2) On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	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
4 a	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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO - Colorado			
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 2012 or the taxable year beginning in 2012 (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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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?	13	X	

Website address ► N/A

14 The books are in care of ► GRIFFITH & COMPANY, CPA, P.C. Telephone no ► (972) 355-8222
Located at ► C/O 2400 BAYSHORE DRIVE, SUITE 100, FLOWER MOUND, TX ZIP + 4 ► 75022

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 |

			Yes	No
16	At any time during calendar year 2012, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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
1 a	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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 2012?		1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 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 2012)*		3 b		X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a 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** X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD L. MICHAUX C/O 2400 BAYSHORE DR., #100, FLOWER MOUND, TX 75022	DIRECTOR 2.00	0.	0.	0.
VIRGINIA J. MICHAUX C/O 2400 BAYSHORE DR., #100, FLOWER MOUND, TX 75022	DIRECTOR 2.00	0.	0.	0.
RICHARD L. MICHAUX, JR. 5321 WOODSCAPE DR. SE, SALEM, OR 97306	DIRECTOR 2.00	0.	0.	0.
ALISON M. REYNOLDS 4722 Rodman Street NW WASHINGTON, DC 20016	DIRECTOR 5.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		None

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	0.
2 N/A	0.
3 N/A	0.
4 N/A	0.

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2 N/A	0.
All other program-related investments See instructions 3 See Line 3 Statement	0.
Total. Add lines 1 through 3 ►	None

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	849,785.
b	Average of monthly cash balances	1b	4,947.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	854,732.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	854,732.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	12,821.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	841,911.
6	**Minimum investment return.** Enter 5% of line 5	6	42,096.

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	42,096.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	984.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	984.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	41,112.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	41,112.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	41,112.

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	73,500.
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	73,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	492.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	73,008.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					41,112.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				41,838.	
b Total for prior years 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2012.					
a From 2007	58,000.				
b From 2008	94,836.				
c From 2009	123,750.				
d From 2010	119,648.				
e From 2011	45,000.				
f Total of lines 3a through e		441,234.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 73,500.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2012 distributable amount					
e Remaining amount distributed out of corpus		73,500.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		514,734.			
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					
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions				41,838.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					41,112.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		58,000.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		456,734.			
10 Analysis of line 9					
a Excess from 2008	94,836.				
b Excess from 2009	123,750.				
c Excess from 2010	119,648.				
d Excess from 2011	45,000.				
e Excess from 2012	73,500.				

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 2012, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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					
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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► [X] 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 or e-mail of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NATIONAL PKU ALLIANCE PO BOX 501 TOMAHAWK WI 54487		501C3	PKU RESEARCH	61,000.
GARDNER MILLS GROUP 1101 30TH STREET, N.W., SUITE 500 WASHINGTON DC 20007		501C3	PKU RESEARCH	12,500.
Total			► 3a	73,500.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	900001	8.			
4 Dividends and interest from securities	900001	28,203.			
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					
8 Gain or (loss) from sales of assets other than inventory					
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)		28,211.			

13 **Total.** Add line 12, columns (b), (d), and (e) 13 28,211.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	N/A

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2 a 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

Richard L. Michaux by TMG via PoA — Signature of officer or trustee | Date 10/31/13 | DIRECTOR/PRESIDENT — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TODD M. GRIFFITH	Todd M Griffith CPA	10/31/13		P01244185

Firm's name ► GRIFFITH & COMPANY, CPA, P.C. — Firm's EIN ► 26-3965578

Firm's address ► 2990 LONG PRAIRIE RD, SUITE A, FLOWER MOUND TX 75022-4845 — Phone no (972) 355-8222

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

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545 0047

2012

Name of the organization
MICHAUX FAMILY FOUNDATION

Employer identification number
20-1807893

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

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

Name of organization: MICHAUX FAMILY FOUNDATION

Employer identification number: 20-1807893

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS CARBALLO 6171 NORTH SHORE DRIVE WEST BLOOMFIELD MI 48324	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	DANIEL WERNER 2465 WENDICK CT. WEST BLOOMFIELD MI 48324	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Form **2848**
(Rev March 2012)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ Type or print. ▶ See the separate instructions.

OMB No 1545-0150

For IRS Use Only
Received by
Name
Telephone
Function
Date / /

Part I **Power of Attorney**

Caution: *A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.*

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7

Taxpayer name and address	Taxpayer identification number(s)	
MICHAUX FAMILY FOUNDATION C/O 2990 LONG PRAIRIE ROAD FLOWER MOUND, TX 75022	20-1807893	
	Daytime telephone number	Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact

2 Representative(s) must sign and date this form on page 2, Part II

Name and address
TODD M. GRIFFITH, CPA
GRIFFITH & COMPANY, CPA, P C
2990 LONG PRAIRIE ROAD, SUITE A
FLOWER MOUND, TX 75022

CAF No. 03-0080251R
PTIN P01244185
Telephone No 972-355-8222
Fax No

Check if to be sent notices and communications ☐
Check if new: Address ☐ Telephone No ☐ Fax No ☐

Name and address

CAF No
PTIN
Telephone No
Fax No

Check if to be sent notices and communications ☐
Check if new Address ☐ Telephone No ☐ Fax No ☐

Name and address

CAF No
PTIN
Telephone No
Fax No

Check if new Address ☐ Telephone No ☐ Fax No ☐

to represent the taxpayer before the Internal Revenue Service for the following matters

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
PRIVATE FOUNDATION INCOME TAX	FORM 990-PF AND ALL STATE AND RELATED FORMS	TAX YEAR 2012

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box See the instructions for Line 4 **Specific Uses Not Recorded on CAF** ▶ ☐

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks) Additionally unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns

☐ Disclosure to third parties, ☐ Substitute or add representative(s), ☑ Signing a return, THIS POWER OF ATTORNEY IS BEING FILED PURSUANT TO TREASURY REGULATIONS SECTION 1 6012-1(a)(5), WHICH REQUIRED A POWER OF ATTORNEY TO BE ATTACHED TO A RETURN IF A RETURN IS SIGNED BY AN AGENT BY REASON OF CONTINUOUS ABSENCE FROM THE UNITED STATES FOR A PERIOD OF AT LEAST 60 DAYS PRIOR TO THE DATE REQUIRED BY LAW FOR FILING THE RETURN.

TODD GRIFFITH IS AUTHORIZED TO SIGN, EXECUTE, AND FILE FEDERAL/STATE TAX RETURNS AND EXTENSIONS FOR MICHAUX FAMILY FOUNDATION FOR TAX YEAR 2012.

istructions for more information)
t taxpayers in limited situations
tment Circular No 230 (Circular
of Circular 230 A registered tax
ine 5 instructions for restrictions
.ey may only practice under the
supervision of another practitioner)

List any specific deletions to the acts otherwise authorized in this power of attorney

6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here . . . . ▶ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 **Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.**

Signature	Date	Title (if applicable)
[signature]	1/12/2013	PRESIDENT

Print Name	PIN Number	Print name of taxpayer from line 1 if other than individual
RICHARD L MICHAUX	☐☐☐☐☐	MICHAUX FAMILY FOUNDATION

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:

a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.

b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.

c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.

d Officer—a bona fide officer of the taxpayer's organization.

e Full-Time Employee—a full-time employee of the taxpayer.

f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).

g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).

h Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**

i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**

k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements.

r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE.** See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation—Insert above letter (a–r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable) See instructions for Part II for more information.	Signature	Date
b	TX	CPA	[signature], CPA	1/12/2013

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

• 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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MICHAUX FAMILY FOUNDATION C/O GRIFFITH & COMPANY, CPA, P C	☐ 20-1807893
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
	2990 LONG PRAIRIE ROAD	☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	FLOWER MOUND, TX 75022	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

• The books are in the care of ▶ TODD M. GRIFFITH, CPA

Telephone No ▶ 972-355-8222 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 AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ ☑ calendar year 20 12 or
▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___.

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	$ 0
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	$ 0
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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MICHAUX FAMILY FOUNDATION C/O GRIFFITH & COMPANY, CPA, P.C	Employer identification number (EIN) or ☐ 20-1807893
	Number, street, and room or suite no. If a P.O box, see instructions 2990 LONG PRAIRIE ROAD	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions FLOWER MOUND, TX 75022	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ TODD M GRIFFITH, CPA

Telephone No ▶ 972-355-8222 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

4 I request an additional 3-month extension of time until NOVEMBER 15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED IN ORDER TO OBTAIN DOCUMENTS NECESSARY TO SUBMIT A COMPLETE AND ACCURATE TAX RETURN

8a	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.	8a	$ 0
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 and any amount paid previously with Form 8868.	8b	$ 0
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Richard L. Michaux via POA Gy TMG Title ▶ President Date ▶ 7/1/2013

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
PASS-THROUGH PARTNERSHIP INCOME	681.	681.	681.
PASS-THROUGH PARTNERSHIP LOSS	-4,871.	-2,894.	-2,894.
BOARDWALK PIPELINE PARTNERS, LP			
BOARDWALK PIPELINE PARTNERS, LP			
Total	-4,190.	-2,213.	-2,213.

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

NET CAPITAL GAIN	31,905.
CAPITAL GAIN DISTRIBUTIONS	
Total	31,905.

Form 990-PF, Page 7, Part IX-B, Summary of Program Related Investments
Line 3 Statement

All other program-related investments	
N/A	0.
N/A	0.
Total	0.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BAIRD	INVESTMENT MANAGEMENT	8,698.			
Total		8,698.			

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
US GOVERNMENT BONDS - SEE ATTACHED				
Total				

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK - SEE ATTACHED SCHEDULE	180,780.	253,326.
PREFERRED STOCK - SEE ATTACHED SCHEDULE	45,035.	51,066.
STOCK FUNDS - SEE ATTACHED SCHEDULE	57,959.	60,058.
BALANCED FUNDS - SEE ATTACHED SCHEDULE	44,415.	43,695.
Total	328,189.	408,145.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS - SEE ATTACHED SCHEDULE	50,200.	50,948.
CORPORATE BOND FUNDS - SEE ATTACHED SCHEDULE	226,062.	234,410.
Total	276,262.	285,358.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS IN LP'S	166,151.	156,282.
Total	166,151.	156,282.

Michaux Family Foundation
Portofolio
12/31/2012

Total Portfolio	Book Value (Cost)	FMV
Money Market	4,947	4,947
Equities	328,189	408,145
Bonds	276,262	285,358
LP Interests	166,151	156,282
Total	775,549	854,732
Cash on Hand	40,972	40,972
Total	816,521	895,704

ASSET DETAILS

This section shows the cash, cash alternatives and/or securities in your account It reflects market values as of the close of business, December 31, 2012

Please note, unrealized gain/loss is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Performance on funds and unit investment trusts is provided for informational purposes only to assist you in comparing the total current value of your position with your total amount invested, excluding reinvestment activity Performance may be misstated if any cost information is inaccurate or if you have sold part of your position since your original investment

CASH AND CASH ALTERNATIVES

	Current Value	Cost	Unrealized Gain/(-)Loss*	Anticipated Annualized Income	Current Yield %
INSURED DEPOSIT US BANK	4,946 79	4,946 79		0 49	0 01%
Net yield from 12/01/12 - 12/31/12 was 0 01% (Compounded)					
Deposits held at US Bank are insured by the FDIC up to $250,000					
Total Cash and Cash Alternatives	**$4,946.79**	**$4,946.79**		**$0.49**	**0.01%**

PORTFOLIO ASSETS

	Symbol/CUSIP Bond Rating+	Quantity	Current Price	Average Unit Cost	Current Value	Cost	Unrealized Gain/(-)Loss*	Anticipated Annualized Income	Current Yield %
Stocks/Options									
APPLE INC	AAPL	68	532 1729	270 2247	36 187 75	18,375 28	17 812 47	720 80	1 99%
BRISTOL MYERS SQUIBB COMPANY	BMY	1,100	32 5900	25 3326	35 849 00	27 865 83	7,983 17	1 540 00	4 30%
CREXUS INVESTMENT CORP	CXS	2,000	12 2500	10 9089	24,500 00	21,817 80	2,682 20	2,560 00	10 45%
CONSOLIDATED EDISON INC	ED	500	55 5400	42 5985	27,770 00	21,299 25	6,470 75	1,210 00	4 36%
CREDIT SUISSE GROUP SPONSORED ADR	CS	800	24 5600	17 8534	19,648 00	14,282 72	5,365 28	627 20	3 19%
GOOGLE INC CL A	GOOG	30	707 3800	323 3867	21,221 40	9,701 60	11,519 80	N/A	N/A
MERCK & COMPANY INC NEW	MRK	650	40 9400	33 3245	26,611 00	21,660 90	4,950 10	1,118 00	4 20%
PEPSICO INC	PEP	300	68 4300	56 0993	20,529 00	16,829 78	3,699 22	645 00	3 14%
PFIZER INC	PFE	600	25 0793	16 0450	15,047 58	9,627 01	5,420 56	576 00	3 83%
VERIZON COMMUNICATIONS INC	VZ	600	43 2700	32 1992	25,962 00	19 319 50	6,642 50	1,236 00	4 76%
Total Stocks/Options					**$253,325.73**	**$180,779.67**	**$72,546.05**	**$10,233.00**	**4.04%**
Stock Funds									
EATON VANCE TAX MANAGED GLOBAL BUY WRITE OPPORTUNITIES FUND	ETW	800 000	10 6900	10 5212	8,552 00	8 416 93	135 07	934 40	10 93%

ASSET DETAILS continued

	Symbol/CUSIP Bond Rating+	Quantity	Current Price	Average Unit Cost	Current Value	Cost	Unrealized Gain/(-)Loss*	Anticipated Annualized Income	Current Yield %
Stock Funds continued									
ISHARES S&P U S PREFERRED STOCK INDEX ETF	PFF	1,300 000	39 6200	38 1092	51,506 00	49,542 02	1,963 98	3,097 77	6 01%
Total Stock Funds					[redacted]	**$57,958.95**	**$2,099.05**	**$4,032.17**	**6.71%**
Preferred Stocks									
ALLY FINANCIAL INC PERP PFD FIXED/FLOATING RATE SER A	ALLY'B	600	26 2700	25 0500	15,762 00	15,030 00	732 00	1,275 00	8 09%
GENERAL MOTORS COMPANY JR PFD CONV SER B	GM'B	800	44 1300	37 5064	35,304 00	30,005 09	5,298 91	1,900 00	5 38%
Total Preferred Stocks					[redacted]	**$45,035.09**	**$6,030.91**	**$3,175.00**	**6.22%**
Balanced Funds									
NUVEEN PFD INCM OPPTY	JPC	4,500 000	9 7100	9 8699	43,695 00	44,414 55	-719 55	3,418 20	7 82%
Total Balanced Funds					[redacted]	**$44,414.55**	**-$719.55**	**$3,418.20**	**7.82%**
Taxable Bonds									
MORGAN STANLEY MEDIUM TERM SR NOTE B/E STEP CPN 4 000% DUE 07/30/20 DTD 07/30/10 FC 01/30/11 CALL 07/30/13 @ 100 000	61745EZ61 S&P A- Moody Baa1	50 000	101 8950	100 4000	50,947 50	50,200 00	747 50	2,000 00	3 93%
Total Taxable Bonds		**50,000**			[redacted]	**$50,200.00**	**$747.50**	**$2,000.00**	**3.93%**
Taxable Bond Funds									
BAIRD CORE PLUS BOND INSTL CL	BCOIX	2,272 727	11 2700	11 0000	25,613 63	25,000 00	613 63	868 18	3 39%
GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT CL A	GAMDX	3,657 262	9 8600	9 5700	36 060 60	35,000 00	1,060 60	1,744 51	4 84%
ISHARES JPMORGAN USD EMERGING MARKETS BOND ETF	EMB	150 000	122 7900	121 7800	18,418 50	18 267 00	151 50	768 49	4 17%
ISHARES IBOXX $INVESTMENT GRADE CORP BOND FUND	LQD	500 000	120 9900	113 8359	60,495 00	56,917 95	3,577 05	2,314 45	3 83%

ASSET DETAILS continued

	Symbol/CUSIP Bond Rating+	Quantity	Current Price	Average Unit Cost	Current Value	Cost	Unrealized Gain/(-)Loss*	Anticipated Annualized Income	Current Yield %
Taxable Bond Funds continued									
ISHARES BARCLAYS TIPS BOND ETF	TIP	100 000	121 4100	117 1099	12,141 00	11,710 99	430 01	269 31	2 22%
ISHARES IBOXX $ HIGH YIELD CORP BOND ETF	HYG	875 000	93.3500	90 4756	81,681 25	79,166 13	2,515.12	5,390 08	6 60%
Total Taxable Bond Funds					[redacted]	$226,062.07	$8,347.91	$11,355.02	4.84%
Other Investments									
BOARDWALK PIPELINE PARTNERS LTD PARTNERSHIP	BWP	800	24 9000	27 0199	19 920 00	21,615 92***	-1 695 92	1 704 00	8 55%
EV ENERGY PARTNERS LIMITED PARTNERSHIP UNIT REPSTG LTD PARTER INT	EVEP	900	56 5600	60 8383	50,904 00	54,754 48***	-3,850 48	2,757 60	5 42%
EL PASO PIPELINE PARTNERS L P REP LIMITED PARTNER INTEREST	EPB	500	36 9700	37 0383	18,485 00	18 519 15***	-34 15	1,160 00	6 28%
KINDER MORGAN ENERGY PARTNERS LP UNIT LP INT	KMP	250	79 7900	85 6904	19,947 50	21,422 60***	-1,475 10	1,260 00	6 32%
LRR ENERGY LTD PARTNERSHIP	LRE	1,000	17 1900	19 6020	17,190 00	19,602 00***	-2,412 00	1,910 00	11 11%
ENERGY TRANSFER PARTNERS UNIT LTD PARTNERSHIP	ETP	500	42 9300	42 4983	21,465 00	21,249 15***	215 85	1,787 50	8 33%
ENBRIDGE ENERGY PARTNERS LTD PARTNERSHIP	EEP	300	27 9000	29 9600	8,370 00	8,988 00***	-618 00	652 20	7 79%
Total Other Investments					[redacted]	$166,151.30	-$9,869.80	$11,231.30	7.19%
Total Portfolio Assets					[redacted]	$770,601.63	$79,182.07	$45,444.69	5.35%
Total Assets					[redacted]	$775,548.42	$79,182.07	$45,445.18	5.32%

+ Bond ratings of securities displayed on your statement were obtained from various rating services There is no guarantee with respect to the accuracy of this information

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing

*** The original cost of this security has been adjusted to reflect principal payments, return of capital or amortization/accretion based on our records and/or provided by you

REALIZED GAINS (-)LOSSES

This section presents estimated realized gains or losses for your information only, and should not be used for tax purposes To calculate gains or losses, the position with the highest purchase price has been liquidated first unless you have instructed us otherwise We suggest you review this information for accuracy and contact your Baird Financial Advisor with any questions

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stocks/Options								
ANNALY CAP MGMT INC	11/16/11 c	03/20/12	700	16 4899	16 1400	11,542 93	11,297 79	-245 14(ST)
APPLE INC	06/02/11 c	01/13/12	15	345 9500	419 3600	5,189 38	6,290 28	1,100 90(ST)
	04/28/10 n	01/13/12	5	270 2260	419 3600	1,351 13	2,096 75	745 62(LT)
			20			6,540 51	8,387 03	1 846 52
APPLE INC	04/28/10 n	03/28/12	12	270 2250	619 2000	3,242 70	7,430 23	4,187 53(LT)
BP PLC SPONS ADR	03/23/11 c	01/13/12	200	45 8700	43 5640	9,175 96	8,712.63	-463 33(ST)
BP PLC SPONS ADR	03/23/11 c	02/06/12	100	45 8700	46 5540	4,587 98	4,655 31	67 33(ST)
BP PLC SPONS ADR	06/17/11 c	02/08/12	75	41 9400	46 9901	3,146 20	3,524.19	377 99(ST)
BP PLC SPONS ADR	09/03/10 n	10/10/12	100	36 8300	41 7916	3,683 10	4,179 06	495 96(LT)
	06/17/11 c	10/10/12	325	41 9400	41 7916	13,633 52	13,581 97	-51 55(LT)
			425			17,316 62	17,761.03	444 41
BRISTOL MYERS SQUIBB CO	03/25/11 c	02/16/12	200	26 9700	32 0906	5,394 18	6,418 00	1,023 82(ST)
CAPSTONE TURBINE CORP	03/02/11 c	10/01/12	2,000	1 4600	1 0010	2,930 80	2,001 95	-928 85(LT)
	03/07/11 c	10/01/12	1,500	1 6800	1 0010	2,521 95	1,501 47	-1,020 48(LT)
			3,500			5,452 75	3,503 42	-1,949 33
CISCO SYSTEMS INC	06/30/11 c	03/28/12	150	15 5100	20 8712	2,327 69	3,130 60	802 91(ST)
CISCO SYSTEMS INC	06/30/11 c	06/04/12	850	15 5100	15 9800	13,190 21	13,582 69	392 48(ST)
CREDIT SUISSE GRP SP ADR	09/06/12 c	10/10/12	400	19 8119	21 9611	7,924 76	8,784 24	859 48(ST)
DRYSHIPS INC	12/16/10 n	01/09/12	700	5 9400	2 0973	4,164 23	1,468 08	-2,696 15(LT)
DRYSHIPS INC	12/16/10 n	02/09/12	300	5 9400	3 1204	1,784 67	936 09	-848 58(LT)
	01/04/11 c	02/09/12	100	5 2800	3 1204	528 50	312 04	-216 46(LT)
			400			2,313 17	1,248 13	-1,065 04
DRYSHIPS INC	01/04/11 c	05/03/12	2,400	5 2800	3 0301	12,684 00	7,272 07	-5,411 93(LT)
DOW CHEMICAL COMPANY	11/30/11 c	01/12/12	600	27 5000	32 3000	16,500 00	19,379 62	2,879 62(ST)
DU PONT E I DE NEMOUR&CO	06/22/11 c	10/01/12	200	51 7600	50 4530	10,353 42	10,090 37	-263 05(LT)
EMCORE CORP	09/20/11 c	01/13/12	3,000	1 4500	1 1800	4,378 80	3,539 93	-838 87(ST)
EMCORE CORP	09/20/11 c	02/14/12	485	1 4500	1 2800	707 91	620 78	-87 13(ST)
EMCORE CORP NEW	09/20/11 c	10/01/12	378 800	5 7992	5 6000	2,211 29	2,121 23	-90 06(LT)
	09/26/11 c	10/01/12	669 199	4 7993	5 6000	3,220 84	3,747.43	526 59(LT)
			1,048			5,432 13	5,868 66	436 53
EMCORE CORP NEW	09/26/11 c	10/04/12	80 900	4 7993	5 5300	389 36	447 36	58 00(LT)
	09/27/11 c	10/04/12	19 099	5 1193	5 5300	98 19	105 62	7 43(LT)
			100			487 55	552 98	65 43
EMCORE CORP NEW	09/27/11 c	10/09/12	731	5 1193	5 3786	3,757 71	3,931 67	173 96(LT)
EXXON MOBIL CORP	07/30/10 n	02/01/12	50	59 9800	84 3600	2,999 10	4,217 91	1,218 81(LT)
	08/12/10 n	02/01/12	100	60 3800	84 3600	6,038 00	8,435 84	2,397 84(LT)
			150			9,037 10	12,653 75	3,616 65
FORD MOTOR COMPANY NEW	07/01/10 n	05/03/12	1,300	10 1300	10 9011	13,179 53	14,171 11	991 58(LT)
FREEPORT MCMRN COP & GLD	08/16/12 c	10/10/12	300	35 1494	40 1434	10,544 82	12,042 75	1,497 93(ST)
GENERAL ELECTRIC COMPANY	01/20/11 c	10/10/12	400	18 3700	22 4411	7,351 60	8,976 23	1,624 63(LT)
	08/11/11 c	10/10/12	600	15 1700	22 4411	9,107 28	13,464 36	4,357 08(LT)
			1 000			16 458 88	22,440 59	5,981 71

REALIZED GAINS/(-)LOSSES continued

Stocks/Options continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
GOOGLE INC CL A	02/13/09 n	01/13/12	5	357 2800	623 0300	1,786 40	3,115 09	1,328 69 (LT)
	04/24/09 n	01/13/12	20	385 6600	623 0300	7,713 20	12,460 36	4,747 16 (LT)
			25			9,499 60	15,575 45	6,075 85
GOOGLE INC CL A	02/13/09 n	02/16/12	10	357 2800	604 7001	3,572 80	6,046 89	2,474 09 (LT)
GOOGLE INC CL A	02/13/09 n	02/28/12	10	357 2800	615 4529	3,572 80	6,154 41	2,581 61 (LT)
HERCULES OFFSHORE INC	08/19/11 c	01/18/12	300	3 3500	4 3770	1,006 74	1,313 07	306 33(ST)
HERCULES OFFSHORE INC	08/19/11 c	01/19/12	300	3 3500	4 2536	1,006 74	1,276.05	269 31(ST)
HERCULES OFFSHORE INC	08/19/11 c	02/10/12	250	3 3500	4 9685	838 95	1,242 10	403 15(ST)
HERCULES OFFSHORE INC	08/19/11 c	03/23/12	250	3 3500	5 3040	838 95	1,325 97	487 02(ST)
HERCULES OFFSHORE INC	08/19/11 c	05/03/12	1,400	3 3500	4 9117	4,698 12	6,876 22	2,178 10(ST)
INFINERA CORP	09/09/10 n	02/03/12	300	9 9900	8 5203	2,998 86	2,556.04	-442 82 (LT)
INFINERA CORP	09/09/10 n	03/16/12	200	9 9900	7 6979	1,999 24	1,539 55	-459 69 (LT)
	11/04/10 n	03/16/12	50	8 5900	7 6979	429 96	384 89	-45 07 (LT)
			250			2,429 20	1 924 44	-504 76
INFINERA CORP	10/25/10 n	10/01/12	300	8 2900	5 5117	2 488 23	1,653 47	-834 76 (LT)
	11/04/10 n	10/01/12	150	8 5900	5 5117	1,289 86	826 73	-463 13 (LT)
	03/08/11 c	10/01/12	300	8 2900	5 5117	2,489 28	1 653 47	-835 81 (LT)
	03/17/11 c	10/01/12	700	7 6900	5 5117	5,387 13	3,858 12	-1,529 01 (LT)
			1,450			11,654 50	7,991 79	-3,662 71
JAMBA INC	10/05/10 n	02/23/12	241	2 3500	2 0611	566 35	496 72	-69 63 (LT)
JAMBA INC	10/05/10 n	02/27/12	159	2 3500	2 0218	373 65	321 46	-52 19 (LT)
JAMBA INC	10/05/10 n	10/01/12	600	2 3500	2 2710	1,410 00	1,362 56	-47 44 (LT)
	10/11/10 n	10/01/12	2,000	2 3000	2 2710	4,600 00	4,541 90	-58 10 (LT)
			2,600			6,010 00	5,904 46	-105 54
JOHNSON & JOHNSON	11/05/10 n	10/11/12	150	64 1800	67 9311	9,627 00	10,189 44	562 44 (LT)
MCDONALDS CORP	01/04/11 c	10/10/12	100	74 8500	92 9411	7,485 64	9,293 90	1,808 26 (LT)
MERCK & COMPANY INC NEW	07/01/10 n	02/06/12	250	33 8800	38 2811	8,472 03	9,570 09	1,098 06 (LT)
MERCK & COMPANY INC NEW	07/01/10 n	02/28/12	100	33 8800	38 4111	3,388 81	3,841 04	452 23 (LT)
MICROSOFT CORP	02/15/11 c	02/09/12	100	27 0200	30 7700	2,702.61	3,076 94	374.33(ST)
MICROSOFT CORP	02/15/11 c	02/28/12	100	27 0200	31 7401	2,702 61	3,173 95	471 34 (LT)
MICROSOFT CORP	11/05/10 n	09/07/12	200	26 7300	31 0400	5,346 00	6,207 86	861 86 (LT)
	02/15/11 c	09/07/12	100	27 0200	31 0400	2,702 61	3,103 93	401 32 (LT)
			300			8,048 61	9,311 79	1,263 18
MICROSOFT CORP	11/05/10 n	10/01/12	100	26 7300	29 6210	2,673 00	2,962 03	289 03 (LT)
	11/18/10 n	10/01/12	200	25 7800	29 6210	5,156 50	5,924 07	767 57 (LT)
			300			7,829 50	8,886 10	1,056 60
MOSAIC COMPANY NEW	11/16/11 c	01/13/12	150	55 6130	53 4801	8,341 95	8,021 86	-320 09(ST)
MOSAIC COMPANY NEW	11/16/11 c	02/22/12	50	55 6130	59 4600	2,780 65	2,972 94	192 29(ST)
MOSAIC COMPANY NEW	11/16/11 c	03/15/12	30	55 6130	55 3101	1,668 39	1,659 27	-9 12(ST)
MOSAIC COMPANY NEW	11/16/11 c	10/01/12	170	55 6130	58 5617	9,454 21	9,955 26	501 05(ST)
PEPSICO INC	02/15/07 n	10/10/12	10	64 2440	70 3635	642 44	703 61	61 17 (LT)
	02/27/07 n	10/10/12	45	63 2696	70 3635	2,847 13	3,166 28	319 15 (LT)
	03/21/07 n	10/10/12	100	63 5171	70 3635	6,351 71	7,036 20	684 49 (LT)
			155			9,841 28	10,906 09	1,064 81
PFIZER INC	09/03/10 n	02/08/12	100	16 4900	21 0300	1,649 34	2,102 95	453 61 (LT)

REALIZED GAINS (-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stocks/Options continued								
TARGET CORP	07/05/11 c	01/06/12	300	47 4800	48 6800	14,246 70	14,603 71	357 01(ST)
TECHPRECISION CORP	06/22/11 c	10/01/12	3,000	1 8200	0 8900	5,469 30	2,669 94	-2,799 36(LT)
TRANSOCEAN LTD NAMEN AKT	11/30/11 c	02/09/12	50	43 1687	50 3800	2,158 44	2,518 95	360 51(ST)
TRANSOCEAN LTD NAMEN AKT	11/30/11 c	02/21/12	125	43 1687	49 7301	5,396 09	6,216 14	820 05(ST)
TRANSOCEAN LTD NAMEN AKT	11/30/11 c	03/15/12	20	43 1687	53 6877	863 38	1,073 73	210 35(ST)
TRANSOCEAN LTD NAMEN AKT	11/30/11 c	03/26/12	20	43 1687	56 6900	863 38	1,133 77	270 39(ST)
TRANSOCEAN LTD NAMEN AKT	11/30/11 c	06/28/12	85	43 1687	42 8000	3,669 32	3,637 91	-31 41(ST)
UQM TECHNOLOGIES INC	08/26/10 n	10/09/12	700	2 2500	1 3100	1,578 43	916 97	-661 46(LT)
	09/02/10 n	10/09/12	300	2 3300	1 3100	699 96	392 99	-306 97(LT)
	11/18/10 n	10/09/12	700	2 0000	1 3100	1,406 16	916 99	-489 17(LT)
	11/19/10 n	10/09/12	1 000	2 0200	1 3100	2,021 10	1,309 97	-711 13(LT)
			2,700			5,705 65	3,536 92	-2,168 73
UQM TECHNOLOGIES INC	09/21/10 n	10/09/12	800	2 7200	1 3700	2,180 40	1,095 97	-1,084 43(LT)
VALE S A ADR	05/22/12 c	10/10/12	700	18 4099	18 2017	12,886 93	12 740 90	-146 03(ST)
VERIZON COMMUNICATIONS	10/19/10 n	10/11/12	200	32 2900	45 3011	6,459 50	9,060 01	2,600 51(LT)
YPF SOCIEDAD ANONIMA ADR	03/25/11 c	02/15/12	200	41 9100	31 9239	8,383 84	6,384 66	-1,999 18(ST)
YPF SOCIEDAD ANONIMA ADR	03/24/11 c	03/09/12	300	41 6400	27 5286	12,494 94	8,258 43	-4,236 51(ST)
	03/25/11 c	03/09/12	100	41 9100	27 5286	4,191 92	2,752 81	-1,439 11(ST)
			400			16,686 86	11,011 24	-5,675 62
YUM BRANDS INC	08/21/09 n	10/01/12	250	35 8747	67 2902	8,968 68	16,822 17	7,853 49(LT)
YUM BRANDS INC	08/21/09 n	10/10/12	200	35 8747	71 4644	7,174 94	14,292 55	7,117 61(LT)
Total Stocks/Options						**$434,015.04**	**$471,232.91**	**$37,217.87**
Stock Funds								
BLACKROCK GLOBAL OPPTY	06/28/12 c	10/10/12	1 200 000	12 8425	13 8315	15,411 00	16,597 42	1,186 42(ST)
Total Stock Funds						**$15,411.00**	**$16,597.42**	**$1,186.42**
Preferred Stocks								
CITIGROUP CAP XII PFD	07/22/10 n	07/18/12	1,000	26 0000	25 0000	26,000 00	25,000 00	-1,000 00(LT)
Total Preferred Stocks						**$26,000.00**	**$25,000.00**	**-$1,000.00**
Taxable Bonds								
MERRILL LYNCH6 05 081512	11/04/10 n	08/15/12	25,000	106 7500	100 0000	26,687 50	25,000 00	***0 00(LT)
Total Taxable Bonds						**$26,687.50**	**$25,000.00**	**$0.00**
Taxable Bond Funds								
ISHS INVSTMNT BD FD ETF	06/28/12 c	10/10/12	200 000	117 7199	122 2322	23,543 98	24,445 89	901 91(ST)
ISHS TR IBOXX CORP ETF	10/10/12 c	12/03/12	100 000	91 9189	92 7611	9,191 89	9,275 90	84 01(ST)
Total Taxable Bond Funds						**$32,735.87**	**$33,721.79**	**$985.92**
Other Investments								
BOARDWALK PIPELINE LP	09/20/11 n	03/28/12	600	26 2500	26 7227	15,755 40	16,033 26	***277 86(ST)

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Other Investments continued								
	11/16/11 n	03/28/12	600	27 0363	26 7227	16,221 78	16,033 26	***-188 52(ST)
			1,200			31 977 18	32,066 52	89 34
FERRELLGAS PARTNERS LP	11/16/11 n	03/12/12	750	22 0820	15 5663	16,561 50	11,674 51	***-4,886 99(ST)
Total Other Investments						**$48,538.68**	**$43,741.03**	**-$4,797.65**
								31,905
Total Realized Gains/(-)Losses						**$583,388.09**	**$615,293.15**	~~**$30,592.56**~~
Total Net Short-Term (ST)						**$289,788.62**	**$293,079.74**	**$3,291.12**
Total Net Long-Term Subject to 15% Maximum Tax Rate (LT)						**$293,599.47**	**$322,213.41**	~~**$30,301.44**~~
								28,614

- * Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing
- *** The Realized Gain/Loss on this security was calculated based upon all principal payments, return of capital or amortization/accretion on our records and/or provided by you Please consult your tax advisor for additional information
- c Covered Tax Lot - The cost basis, holding period and sale proceeds on this tax lot will be reported by Baird to the IRS for taxable (reportable) accounts
- n Noncovered Tax Lot - The cost basis and holding period on this tax lot will not be reported by Baird to the IRS The sale proceeds will be reported to the IRS for taxable (reportable) accounts Cost information is being supplied for informational purposes only

INTERESTED PARTIES AND/OR SUPPORTING REPRESENTATIVE(S)

Your Supporting Representative(s) is (are)

ROBERT W BAIRD & CO INC
ADVISORY SERVICES

Thank you for allowing Robert W Baird & Co Incorporated to serve you
Visit our Web site at www rwbaird com Clients enrolled in Baird OnLine can access updated Account Information, Baird Research and Investing Tools including the latest market information, portfolio tracking and more Please contact your Baird Financial Advisor with questions regarding Baird OnLine, your account or this statement