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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**

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation ALLEN E & MARIE A NICKLESS MEMORIAL FOUNDATION		<b>A Employer identification number</b>  23-7011258	
Number and street (or P O box number if mail is not delivered to street address) 3023 DAVENPORT AVENUE		<b>B Telephone number</b> (see instructions)  (989) 793-9830	
City or town, state, and ZIP code SAGINAW, MI 48602		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 5,283,267		<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>                    </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	29,832	29,832		
	<b>4</b> Dividends and interest from securities. . . . .	128,821	128,821		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	8,198			
	<b>b</b> Gross sales price for all assets on line 6a <u>275,000</u>				
	<b>7</b> Capital gain net income (from Part IV , line 2 ) . . . .		8,198		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	166,851	166,851		
	<b>13</b> Compensation of officers, directors, trustees, etc	3,000	750	750	2,250
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	5,507	5,507	5,507	
	<b>b</b> Accounting fees (attach schedule) . . . . .	7,573	7,573	7,573	
	<b>c</b> Other professional fees (attach schedule) . . . . .	29,458	12,312	12,312	17,146
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	900	900	900	
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	1,454	1,454	1,454	
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	47,892	28,496	28,496	19,396
	<b>25</b> Contributions, gifts, grants paid . . . . .	202,447			202,447
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	250,339	28,496	28,496	221,843
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-83,488			
	<b>b Net investment income</b> (if negative, enter -0-)		138,355		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II

Balance Sheets

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

Assets	1	Cash—non-interest-bearing . . . . .	4,670	24,503	24,503
	2	Savings and temporary cash investments . . . . .	123,500	285,343	285,343
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	3,251,879	3,253,519	3,559,889
	c	Investments—corporate bonds (attach schedule). . . . .	1,651,618	1,384,814	1,413,532
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	Liabilities	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
15		Other assets (describe ▶ _____)			
16		<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,031,667	4,948,179	5,283,267
17		Accounts payable and accrued expenses . . . . .			
18		Grants payable . . . . .			
19		Deferred revenue . . . . .			
20		Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	5,031,667	4,948,179		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	5,031,667	4,948,179		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	5,031,667	4,948,179		

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	5,031,667
2	Enter amount from Part I, line 27a . . . . .	2	-83,488
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	4,948,179
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	4,948,179

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	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

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

(i) F M V 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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	8,198
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .</div>		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	264,066	5,016,673	0 052638
2010	206,938	4,777,941	0 043311
2009	165,873	4,173,467	0 039745
2008	135,398	4,391,270	0 030833
2007	71,418	2,494,612	0 028629

2	Total of line 1, column (d). . . . .	2	0 195156
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 039031
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	5,117,852
5	Multiply line 4 by line 3. . . . .	5	199,755
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,384
7	Add lines 5 and 6. . . . .	7	201,139
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	221,843

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,384
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	
3		Add lines 1 and 2. . . . .		3	1,384
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,384
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,379	
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	1,379
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	5
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements 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
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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		No
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? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
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? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)  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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DAVID A BEYERLEIN Telephone no ▶(989) 793-9830 Located at ▶3023 DAVENPORT AVE SAGINAW MI ZIP +4 ▶48602			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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		No
See 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
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
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?. . . . .	1c		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see 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

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

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

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

Yes

No

b

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

7b

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
See Additional Data Table				

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.

## Part VIII

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



## Part IX-A

## Expenses

2

3

4

## Part IX-B

Amount

**1 N/A**

**2**

All other program-related investments See page 24 of the instructions

3





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	4,966,453
b	Average of monthly cash balances. . . . .	1b	229,336
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	5,195,789
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	5,195,789
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	77,937
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,117,852
6	Minimum investment return. Enter 5% of line 5. . . . .	6	255,893

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	255,893
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	1,384
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,384
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	254,509
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	254,509
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	254,509

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	221,843
b	Program-related investments—total from Part IX-B. . . . .	1b	
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	221,843
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	1,384
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	220,459
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				254,509
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			189,944	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 221,843				
a Applied to 2011, but not more than line 2a			189,944	
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. . . . .				31,899
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				222,610
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). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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) )

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

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 or e-mail of the person to whom applications should be addressed

BJ HUMPHREYS  
5090 STATE ST  
BUILDING A SUITE 1  
SAGINAW, MI 48603  
(989) 792-2552

b

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

LETTER FORM

c

Any submission deadlines

ONGOING

d

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

PENDING BOARD APPROVAL

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	202,447
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	29,832	
<b>4</b> Dividends and interest from securities. . . . .			14	128,821	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	8,198	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .				166,851	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .				166,851	166,851

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-05-02	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 <input checked="checked" type="checkbox"/>	PTIN
DAVID A BEYERLEIN	DAVID A BEYERLEIN	2013-05-02		
Firm's name <input type="checkbox"/>	YEO & YEO PC		Firm's EIN <input type="checkbox"/>	
	PO BOX 3275			
Firm's address <input type="checkbox"/>	SAGINAW, MI 48605		Phone no (989) 793-9830	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
AT&T INC	P	2009-02-17	2012-02-15
BAC CAPITAL TRUST II	P	2006-06-20	2012-11-05
BAC CAPITAL TRUST V	P	2005-06-09	2012-11-05
BAC CAPITAL TRUST X	P	2006-07-07	2012-07-25
USB CAPITAL X	P	2006-07-07	2012-02-22
USB CAPITAL XII	P	2007-08-20	2012-05-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h







(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)
25,000		25,606	-606
25,000		25,733	-733
25,000		25,825	-825
105,000		102,579	2,421
12,500		12,601	-101
82,500		74,458	8,042



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-606
			-733
			-825
			2,421
			-101
			8,042

Form 990PF Part VIII Line 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
DARCY NICKLESS  366 FRANK ROAD FRANKENMUTH, MI 48734	V PRESIDENT 1 00	600	0	0
CHARLES NICKLESS  655 WILLOW LANE FRANKENMUTH, MI 48734	PRESIDENT 1 00	800	0	0
DAVID A BEYERLEIN  4388 BROOKSTONE SAGINAW, MI 48603	TREASURER 1 00	0	0	0
B J HUMPHREYS  5090 STATE ST BLDG A SUITE 1 SAGINAW, MI 48603	SECRETARY 1 00	800	0	0
JOHN HUMPHREYS  5090 STATE ST BLDG A SUITE 1 SAGINAW, MI 48603	TRUSTEE 1 00	800	0	0
JOHN KUNITZER  4328 LAKECRESS DR E SAGINAW, MI 48603	TRUSTEE 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CHILD ABUSE AND NEGLECT C 1311 NORTH MICHIGAN AVE SAGINAW,MI 48602	NONE	NON-PROFIT	FREE CHILDREN FROM ABUSE AND NEGLECT	5,000
CHILDREN'S CHRISTMAS STORE 403 S JEFFERSON SAGINAW,MI 48607	NONE	NON-PROFIT	ASSIST FOR STRUGGLING FAMILIES	1,000
DELTA COLLEGE 1963 DELTA RD UNIVERSITY CENTER,MI 48710	NONE	UNIVERSITY	SCHOLARSHIP FUND	1,500
DELTA COLLEGE 1963 DELTA RD UNIVERSITY CENTER,MI 48710	NONE	UNIVERSITY	PROVIDE OPPORTUNITY TO HEALTH STUDEN	16,500
DELTA COLLEGE 1963 DELTA RD SAGINAW,MI 48710	NONE	UNIVERSITY	SCHOLARSHIP OPPORTUNITIES FOR EDUCAT	12,000
DOWNTOWN SAGINAW ASSOCIATION 505 JAMES AVE SAGINAW,MI 48607	NONE	NON-PROFIT	PROMOTE SAGINAW BETTERMENT	500
EAST SIDE SOUP KITCHEN 940 E GENESSEE SAGINAW,MI 48601	NONE	PUBLIC CHARI	FEED INDIGENT PEOPLE	6,500
FIRST WARD COMMUNITY CENTER 1410 N 12TH STREET SAGINAW,MI 48601	NONE	NON-PROFIT	YOUTH AFTER SCHOOL PROGRAM	10,000
FRANKENMUTH CITY BEAUTIFI 240 W GENESSEE FRANKENMUTH,MI 48734	NONE	NON-PROFIT	IMPROVE CITY APPEARANCE	2,000
FRANKENMUTH COMMUNITY FOU PO BOX 83 FRANKENMUTH,MI 48734	NONE	NON-PROFIT	PUBLIC ENTERTAINMENT, BEAUTIFICATION	2,500
FRANKENMUTH FINE ARTS COUNCIL 10520 TOWNLINE RD FRANKENMUTH,MI 48734	NONE	NON-PROFIT	PROMOTE APPRECIATION & EDUCATION ART	500
FRANKENMUTH FIRE DEPARTMENT 210 W GENESSEE ST FRANKENMUTH,MI 48734	NONE	NON-PROFIT	PROTECTION AND PREVENTION FIRE	2,500
FRANKENMUTH FISH WISH PO BOX 83 FRANKENMUTH,MI 48734	NONE	NON-PROFIT	PRESERVATION OF THE ENVIRONMENT	5,000
FRANKENMUTH SCHOOL DISTRI 941 EAST GENESSEE STREET FRANKENMUTH,MI 48734	NONE	SCHOOL	SCHOLARSHIP FUND AND EDUCATION	7,500
FRIENDS OF HOYT PARK 100 S JEFFERSON STE 201 SAGINAW,MI 48607	NONE	NON-PROFIT	BUILDING REHABILITATION	8,167

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GIRL SCOUTS 5470 DAVIS RD SAGINAW,MI 48604	NONE	NON-PROFIT	BUILD CHARACTER AND CONFIDENCE	1,000
HIDDEN HARVEST 940 E GENESEE SAGINAW,MI 48607	NONE	NON-PROFIT	ALLEVIATE HUNGER AND END FOOD WASTE	6,200
JUNIOR ACHEIVEMENT 1781 FORDNEY ST SAGINAW,MI 48601	NONE	NON-PROFIT	EDUCATE CHILDREN	4,400
MAKE A WISH FOUNDATION 230 HURON VIEW BLVD ANN ARBOR,MI 48103	NONE	NON-PROFIT	GRANT WISHES TERMINALLY ILL CHILDREN	3,500
MAJOR CHORDS FOR MINORS 103 S MASON ST SAGINAW,MI 48602	NONE	NON-PROFIT	PROMOTION OF YOUTH MUSIC	8,800
MICHIGAN SPECIAL OLYMPICS PO BOX 474 ALMA,MI 48801	NONE	NON-PROFIT	SPORTS OPPORTUNITIES FOR HANDICAP	1,000
OLD TOWN CHRISTIAN OUTREACH 600 GRATIOT SAGINAW,MI 48602	NONE	NON-PROFIT	PROVIDE CHRISTIAN ENVIRONMENT	500
OLD TOWN SOUP KITCHEN 600 GRATIOT SAGINAW,MI 48602	NONE	PUBLIC CHARI	FEED INDIGENT PEOPLE	4,500
ON POINT FOR COLLEGE 1654 WEST ONONDAGA ST SYRACUSE,NY 13204	NONE	NON-PROFIT	SCHOOL SUPPORT FOR LOW INCOME YOUTH	750
PARISHIONERS ON PATROL 2303 HESS ST SAGINAW,MI 48601	NONE	NON-PROFIT	FEED INDIGENT PEOPLE	2,500
PIT & BALCONY 805 N HAMILTON ST SAGINAW,MI 48602	NONE	NON-PROFIT	ENTERTAIN AND EDUCATE IN LITERATURE	4,500
READ ASSOCIATION 100 S JEFFERSON STE 40 SAGINAW,MI 48607	NONE	NON-PROFIT	PROMOTE CHILDHOOD READING	2,830
SAGINAW ADVOCACY FOR INDI 919 VETERANS MEMORIAL PAR SAGINAW,MI 48601	NONE	NON-PROFIT	ASSIST DISABLED	5,000
SAGINAW COMMUNITY FOUNDAT 100 S JEFFERSON SAGINAW,MI 48607	NONE	NON-PROFIT	PRESERVATION OF ENVIRONMENT	5,000
SAGINAW COMMUNITY FOUNDAT 100 S JEFFERSON SAGINAW,MI 48607	NONE	NON-PROFIT	PROMOTE CHILDHOOD READING	2,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SAGINAW COMMUNITY FOUNDAT 100 S JEFFERSON SAGINAW,MI 48607	NONE	NON-PROFIT	CHILDREN FOOD PROGRAM	10,000
SAGINAW COUNTY YOUTH PROTECT COUNC 1226 N MICHIGAN AVE SAGINAW,MI 48602	NONE	NON-PROFIT	CHILD & FAMILY SERVICE AGENCY	6,000
SAGINAW FUTURE 515 N WASHINGTON AVE 3RD FLOOR SAGINAW,MI 48607	NONE	NON-PROFIT	ECONOMIC DEVELOPEMTN	1,000
SAGINAW HABIAT FOR HUMANI 315 W HOLLAND AVE SAGINAW,MI 48602	NONE	NON-POFIT	ECUMENICAL HOUSING MINISTRY	5,000
SAGINAW SPORTS HALL OF FAME PO BOX 20301 SAGINAW,MI 48602	NONE	NON-PROFIT	PROMOTION OF LOCAL SPORTS	2,500
SAGINAW VALLEY STATE UNIV 7400 BAY RD UNIVERSITY CENTER,MI 48710	NONE	UNIVERSITY	SCHOLARSHIP FUND	500
SALVATION ARMY 2030 N CAROLINA SAGINAW,MI 48601	NONE	NON-PROFIT	FOR INDIGENT PEOPLE	2,000
ST JOHNS EVANGELICAL LUT 1200 E GENESSEE FRANKENMUTH,MI 48734	NONE	CHURCH	FELLOWSHIP	5,000
ST LORENZ CHURCH 140 CHURCHGROVE RD FRANKENMUTH,MI 48734	NONE	CHURCH	FELLOWSHIP	2,000
ST LORENZ SCHOOL 140 CHURCHGROVE RD FRANKENMUTH,MI 48734	NONE	SCHOOL	EDUCATE CHILDREN	2,000
SVRC INDUSTRIES 919 VETERANS MEM PARKWAY SAGINAW,MI 48601	NONE	NON-PROFIT	PROVIDE SUPPORT SYSTEM FOR EMPLOYMEN	2,500
TEMPLE THEATRE FOUNDATION 201 N WASHINGTON AVE SAGINAW,MI 48607	NONE	NON-PROFIT	CAPITAL CAMPAIGN	10,000
UNDERGROUND RAILROAD 1230 S WASHINGTON AVE SAGINAW,MI 48601	NONE	NON-PROFIT	ASSIST VICTIMS OF DOMESTIC VIOLENCE	2,000
UNITED WAY 100 S JEFFERSON SAGINAW,MI 48607	NONE	NON-PROFIT	PROMOTE VOLUNTEERISM AND CHARITY	4,000
VA HOSPITAL 1500 WEISS ST SAGINAW,MI 48602	NONE	HOSPITAL	PROVIDE MEDICAL SERVICES TO VETERANS	4,815

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WICKSON JAMES E LIBRARY 359 S FRANKLIN FRANKENMUTH,MI 48734	NONE	PUBLIC LIBRA	PUBLIC EDUCATION	2,685
WOMEN OF COLORS INC PO BOX 5525 SAGINAW,MI 48603	NONE	NON-PROFIT	MENTORING YOUTH PROGRAMS	6,000
<b>Total . . . . . ▶ 3a</b>				202,447

TY 2012 Accounting Fees Schedule

**Name:** ALLEN E & MARIE A NICKLESS  
MEMORIAL FOUNDATION  
**EIN:** 23-7011258

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	7,573	7,573	7,573	

**TY 2012 Compensation Explanation**

**Name:** ALLEN E & MARIE A NICKLESS  
MEMORIAL FOUNDATION

**EIN:** 23-7011258

Person Name	Explanation
DARCY NICKLESS	
CHARLES NICKLESS	
DAVID A BEYERLEIN	
B J HUMPHREYS	
JOHN HUMPHREYS	
JOHN KUNITZER	



TY 2012 Investments Corporate  
Bonds Schedule

Name: ALLEN E & MARIE A NICKLESS  
MEMORIAL FOUNDATION  
EIN: 23-7011258

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FRANKLIN TEMPELTON LTD. DURATION INC	10,050	9,628
HANCOCK PREFERRED INCOME FUND	15,252	13,146
HANCOCK PREFERRED INCOME FUND II	20,000	17,328
BOND FUND OF AMERICA INC CLASS A	400,000	433,830
CAPITAL WORLD BOND FUND CLASS A	400,000	436,296
AMBAC FINANCIAL 2/28/03	15,016	5,228
AT&T INC 6.375% 2/15/56		
BAC CAPITAL TRUST V		
BAC CAPITAL TRUST II		
BAC CAPITAL TRUST X 6.25%		
BANK OF AMERICA 8.625%	25,569	25,560
BARCLAY BANK 7.1% PLC	50,730	50,120
CITIGROUP CAPITAL TRUST 9/15/66	15,548	15,060
FANNIE MAE 8.25%	25,476	1,670
FREDDIE MAC VAR%	24,810	1,750
GMAC LLC SENIOR NOTES 7.375%	93,315	112,005
ING GROUP NV	30,134	28,842
JPM CHASE CAPITAL	25,630	25,280
METLIFE INC. 6.5%	25,695	25,222
MORGAN STANLEY CAP VIII	74,813	82,137
ROYAL BANK OF SCOTLAND 6.40%	26,614	22,590
ROYAL BANK OF SCOTLAND 7.25%	24,841	23,910
US BANKCORP 7.875%	26,245	25,600
USB CAPITAL X 6.5%		
USB CAPITAL XII 6.30%		
W.R. BERKLEY CAPITAL TRUST	29,415	28,980
WACHOVIA CORP 8%	25,661	29,350

TY 2012 Investments Corporate  
Stock Schedule

**Name:** ALLEN E & MARIE A NICKLESS  
MEMORIAL FOUNDATION  
**EIN:** 23-7011258

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALTRIA GROUP	10,435	12,576
AMERICAN INTERNATIONAL	21,235	530
AUTOMATED DATA PROC	3,407	28,465
BAXTER INTERNATIONAL INC	9,605	19,998
BROADRIDGE FINANCIAL	365	2,860
CISCO	7,614	9,825
COMCAST	12,682	22,416
CONOCOPHILLIPS	46,208	46,392
DANAHER CORP	11,576	22,360
E I DUPONT	6,295	8,996
ELI LILLY & CO.	11,676	9,864
EMC CORP	6,738	12,650
EXXON	26,935	47,949
GENERAL ELECTRIC	4,222	15,218
GENON ENERGY INC.		
INTEL CORP.	10,328	23,198
JP MORGAN	19,140	21,985
JOHNSON & JOHNSON	22,627	42,060
KRAFT FOODS	1,634	4,183
LOWE'S	9,846	10,656
MARATHON OIL	5,189	9,198
MARATHON PETROLEUM	3,510	9,450
MERCK & CO	38,387	40,940
MICROSOFT	12,022	42,736
MONDELEZ INTERNATIONAL	3,266	7,026
MOTOR LIQ CO		212
NEWS CORP. LTD. CLASS A	723	1,275
NEWS CORP. LTD. CLASS B	11,004	13,120
NRG ENERGY INC	3,671	2,184
PEPSICO INC.	9,960	13,686

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PHILIP MORRIS INTL INC	7,253	33,456
PHILLIPS 66		21,240
PROCTOR & GAMBLE	27,490	33,945
STRYKER CORP	28,018	32,892
VALERO ENERGY	5,246	17,060
VODAFONE GRP. PLC.	19,600	22,041
WT01 21 AMERICAN INTERNATIONAL	136	110
AMCAP FUND	138,000	152,243
AMERICAN MUTUAL FUND INC CLASS A	200,000	306,595
CAPITAL INCOME BUILDER FUND	205,567	174,788
CAPITAL WORLD GROWTH & INCOME FUND	346,000	297,651
EUROPACIFIC GROWTH FUND	120,437	152,911
FUNDAMENTAL INVESTORS FUND	346,000	331,253
GROWTH FUND OF AMERICA	278,000	286,522
INCOME FUND OF AMERICA	205,000	192,280
INVESTMENT CO OF AMERICA	219,848	226,349
NEW ECONOMY FUND	139,000	147,976
NEW PERSPECTIVE FUND	165,000	156,434
NEW WORLD FUND	73,000	69,428
SMALL CAP WORLD FUND	148,624	142,613
WASHINGTON MUTUAL INVESTORS FUND	101,000	93,344
BAC MARKET LINK STEP UP	50,000	66,750
BANK OF AMERICA N.A.	50,000	49,900
BAC VARIABLE COUPON NOTES	50,000	50,100

## TY 2012 Legal Fees Schedule

**Name:** ALLEN E & MARIE A NICKLESS  
MEMORIAL FOUNDATION

**EIN:** 23-7011258

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	5,507	5,507	5,507	

## TY 2012 Other Expenses Schedule

**Name:** ALLEN E & MARIE A NICKLESS  
MEMORIAL FOUNDATION

**EIN:** 23-7011258

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INSURANCE	1,279	1,279	1,279	
INVESTMENT EXPENSES	175	175	175	

**TY 2012 Other Professional Fees Schedule**

**Name:** ALLEN E & MARIE A NICKLESS  
MEMORIAL FOUNDATION

**EIN:** 23-7011258

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	29,458	12,312	12,312	17,146

# TY 2012 Taxes Schedule

**Name:** ALLEN E & MARIE A NICKLESS

MEMORIAL FOUNDATION

**EIN:** 23-7011258

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT TAXES/LICENSES	900	900	900	