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

2012

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning _____, 2012, and ending _____					
Name of foundation <b>Heritage Mark Foundation</b>		<b>A</b> Employer identification number 23-7017100 <b>B</b> Telephone number (see the instructions) (517) 337-1373			
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. Box 980</b>		Room/suite _____			
City or town <b>East Lansing</b>		State ZIP code <b>MI 48826-0980</b>			
G Check all that apply:		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			
H 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			
I Fair market value of all assets at end of year (from Part II, column (c), line 16)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____			
► \$ 17,277,135.		(Part I, column (d) must be on cash basis)			
<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc, received (att sch)	1,616,416.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	899.	899.	899.	
	4 Dividends and interest from securities	569,813.	569,813.	569,813.	
	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)		1,734,122.		
	8 Net short-term capital gain			587,208.	
	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	-29,295.	-31,318.	-29,295.		
12 Total. Add lines 1 through 11	2,157,833.	2,273,516.	1,128,625.		
<b>ADMINISTRATIVE EXPENSES</b>	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,998.	0.	0.	2,998.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule (see insts) See Line 18 Stmt	48,578.	2,470.	0.	0.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	431.	0.	0.	431.
	21 Travel, conferences and meetings	2,343.	0.	0.	2,343.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	67,498.	61,112.	61,112.	6,386.
	24 Total operating and administrative expenses. Add lines 13 through 23	121,848.	63,582.	61,112.	12,158.
25 Contributions, gifts, grants paid	1,954,433.			1,954,433.	
26 Total expenses and disbursements. Add lines 24 and 25	2,076,281.	63,582.	61,112.	1,966,591.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	81,552.				
b Net investment income (if negative, enter -0-)		2,209,934.			
c Adjusted net income (if negative, enter -0-)			1,067,513.		

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	606,311.	418,668.	418,668.	
	2	Savings and temporary cash investments	3,276,547.	9,932,564.	9,932,564.	
	3	Accounts receivable ▶	4,209.			
		Less allowance for doubtful accounts ▶		3,022.	4,209.	
	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	12,024,776.	6,896,398.	4,798,653.	
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	1,488,341.	1,060,806.	863,522.	
	11	Investments – land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans	894,191.	942,655.	942,655.		
13	Investments – other (attach schedule) L-13 Stmt	347,466.	316,112.	316,112.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ L-15 Stmt)	20,406.	752.	752.		
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	18,661,060.	19,572,164.	17,277,135.		
LIABILITIES	17	Accounts payable and accrued expenses	1,167.	0.		
	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 ▶ L-22 Stmt)	0.	41,108.		
	23	<b>Total liabilities</b> (add lines 17 through 22)	1,167.	41,108.		
NET ASSETS	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 and complete lines 27 through 31.		X			
	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	18,659,893.	19,531,056.		
	30	<b>Total net assets or fund balances</b> (see instructions)	18,659,893.	19,531,056.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	18,661,060.	19,572,164.		

## 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	18,659,893.
2	Enter amount from Part I, line 27a	2	81,552.
3	Other increases not included in line 2 (itemize) ▶ Net realized gain on sale of securities	3	789,611.
4	Add lines 1, 2, and 3	4	19,531,056.
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	19,531,056.

**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)
1 a <u>see attached schedule</u>		P		
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 9,864,858.	0.	8,130,736.	1,734,122.	
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			1,734,122.	
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	1,734,122.
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	587,208.

**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	1,466,178.	18,024,371.	0.081344
2010	3,611,513.	19,779,105.	0.182592
2009	3,697,625.	21,062,785.	0.175553
2008	5,945,114.	24,111,320.	0.246569
2007	5,110,539.	49,706,635.	0.102814

2 Total of line 1, column (d) 2 0.788872

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 0.157774

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 15,834,432.

5 Multiply line 4 by line 3 5 2,498,262.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 22,099.

7 Add lines 5 and 6 7 2,520,361.

8 Enter qualifying distributions from Part XII, line 4 8 1,966,591.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1	1	44,199.
Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	2	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	3	44,199.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	4	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	44,199.
3 Add lines 1 and 2		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	5,000.
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	30,000.
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	852.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	15,051.
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**

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?	Yes	No
1 a	X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	X
<i>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</i>		
c Did the foundation file <b>Form 1120-POL</b> for this year?	1 c	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? <i>If 'Yes,' attach a detailed description of the activities</i>	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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	4 a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>	4 b	
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?	5	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MI – Michigan</u>	7	X
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 <i>General Instruction G</i> ? If 'No,' attach explanation	8 b	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)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) 11  X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) 12  X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address 13  X

14 The books are in care of **► Frederick C. Foote** Telephone no **► (517) 337-1373**  
Located at **► 241 E. Saginaw, Ste 300, East Lansing, MI ZIP + 4 ► 48823**

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

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  Yes  No

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.

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)? 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?  Yes  No  
If 'Yes,' list the years ► 20 \_\_ , 20 \_\_ , 20 \_\_ , 20 \_\_

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

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

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 Yes  No Yes  No Yes  No 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?

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

(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)

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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?

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?

**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
Cheryl F. Groenendyke 241 E. Saginaw, E. Lansing MI 48823	President 1.00	0.	0.	0.
Barbara Shingleton 241 E. Saginaw, E. Lansing MI 48823	Vice Pres. 1.00	0.	0.	0.
Shirley A. Foote 241 E. Saginaw, E. Lansing MI 48823	Chairman 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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	<u>NONE</u>	
2		0.
3		
4		

**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	<u>NONE</u>	
2		0.

All other program-related investments See instructions

**3** \_\_\_\_\_  
\_\_\_\_\_

**Total.** Add lines 1 through 3. ► **None**

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

1e

<b>1a</b>	11,157,447.
<b>1b</b>	3,970,463.
<b>1c</b>	947,655.
<b>1d</b>	16,075,565.
<b>2</b>	
<b>3</b>	16,075,565.
<b>4</b>	241,133.
<b>5</b>	15,834,432.
<b>6</b>	791,722.

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

<b>1</b>	791,722.
<b>2a</b>	44,199.
<b>2b</b>	
<b>2c</b>	44,199.
<b>3</b>	747,523.
<b>4</b>	
<b>5</b>	747,523.
<b>6</b>	
<b>7</b>	747,523.

**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
  - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the:
  - a Suitability test (prior IRS approval required)
  - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

<b>1a</b>	1,966,591.
<b>1b</b>	0.
<b>2</b>	
<b>3a</b>	
<b>3b</b>	
<b>4</b>	1,966,591.
<b>5</b>	0.
<b>6</b>	1,966,591.

**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				747,523.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2012				
a From 2007 3,005,118.				
b From 2008 4,754,561.				
c From 2009 3,443,190.				
d From 2010 2,627,382.				
e From 2011 564,959.				
f Total of lines 3a through e 14,395,210.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,966,591.				
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 747,523.				
e Remaining amount distributed out of corpus 1,219,068.				
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 15,614,278.				
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 0.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 0.				
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) 3,005,118.				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 12,609,160.				
10 Analysis of line 9:				
a Excess from 2008 4,754,561.				
b Excess from 2009 3,443,190.				
c Excess from 2010 2,627,382.				
d Excess from 2011 564,959.				
e Excess from 2012 1,219,068.				

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

N/A

**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))

David R. Foote, Shirley A. Foote, Frederick C. Foote, Kenneth J. Foote,  
Steven M. Foote, Cheryl Groenendyke

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

None.

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

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a. The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

#### **6 Any submission deadlines:**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Attached Schedule.				1,954,433.
<b>Total</b>			► 3a	1,954,433.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	
BAA	TEEA0501	12/23/12		Form 990-PF (2012)

## Part XVI-A Analysis of Income-Producing Activities

Line	Description	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount		
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments			14	899.
4	Dividends and interest from securities			14	569,813.
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	<u>NanoHoldings (K-1)</u>			14	-31,354.
b	<u>Summit Semiconductor (K-1)</u>			14	0.
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				539,358.
13	Total. Add line 12, columns (b), (d), and (e)			13	539,358.
(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	



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

## Schedule of Contributors

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

**2012**

Name of the organization

Heritage Mark Foundation

Employer identification number

23-7017100

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Heritage Mark Foundation

23-7017100

**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	Shirley Foote 812 Walbridge Street East Lansing MI 48823	\$ 100,712	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Theresa M. Foote 5820 Shoeman Rd. Haslett MI 48840	\$ 19,570	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	First National Bancshares, Inc. 241 E. Saginaw East Lansing MI 48823	\$ 1,496,133	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

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**Name of organization**

**Employer identification number**

Heritage Mark Foundation

23-7017100

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	7,500 shares of BNK Petroleum	\$ 15,712.	01/20/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	\$35,000 face value of bonds	\$ 35,000.	01/20/12
	First Industrial LP 6 7/8% due 4/15/12		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,666 shares of WPX Energy, Inc. (WPX)	\$ 23,932.	08/28/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	815 shares of Williams Companies, Inc. (WMB)	\$ 26,068.	08/28/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	780 shares of Hexcel Corporation (HXL)	\$ 19,570.	01/31/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	16,000 shares of Williams Companies, Inc. (WMB)	\$ 550,320.	10/22/12

**BAA**

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**Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	50,000 shares of New York Community Bancorp (NYCB)	\$ 728,000.	10/22/12
3	22,964 shares of Bank of America Corporation (BAC)	\$ 217,813.	10/22/12
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

BAA

## **Underpayment Penalty Statement**

► Attach to return

2012

Name  
Heritage Mark Foundation

Employer Identification No  
23-7017100

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

## Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<u>NanoHoldings, LLC</u>	<u>-31,354.</u>	<u>-31,354.</u>	<u>-31,354.</u>
<u>Summit Semiconductor LLC</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<u>DVD sales</u>	<u>350.</u>	<u>0.</u>	<u>350.</u>
<u>Misc interest income</u>	<u>36.</u>	<u>36.</u>	<u>36.</u>
<u>Miscellaneous income</u>	<u>1,673.</u>	<u>0.</u>	<u>1,673.</u>
 Total	 <u>-29,295.</u>	 <u>-31,318.</u>	 <u>-29,295.</u>

## Form 990-PF, Page 1, Part I, Line 18

## Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Foreign tax on securities</u>	<u>2,470.</u>	<u>2,470.</u>	<u>0.</u>	<u>0.</u>
<u>Federal taxes</u>	<u>46,108.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
 Total	 <u>48,578.</u>	 <u>2,470.</u>	 <u>0.</u>	 <u>0.</u>

## Form 990-PF, Page 1, Part I, Line 23

## Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Bank charges</u>	<u>95.</u>	<u>0.</u>	<u>0.</u>	<u>95.</u>
<u>Film/movie post-prod.</u>	<u>4,693.</u>	<u>0.</u>	<u>0.</u>	<u>4,693.</u>
<u>Miscellaneous</u>	<u>343.</u>	<u>0.</u>	<u>0.</u>	<u>343.</u>
<u>Office supplies</u>	<u>448.</u>	<u>0.</u>	<u>0.</u>	<u>448.</u>
<u>Postage</u>	<u>284.</u>	<u>0.</u>	<u>0.</u>	<u>284.</u>
<u>Web/Marketing expense</u>	<u>523.</u>	<u>0.</u>	<u>0.</u>	<u>523.</u>
<u>Investment advisory fees</u>	<u>31,604.</u>	<u>31,604.</u>	<u>31,604.</u>	<u>0.</u>
<u>Management fees</u>	<u>29,508.</u>	<u>29,508.</u>	<u>29,508.</u>	<u>0.</u>
 Total	 <u>67,498.</u>	 <u>61,112.</u>	 <u>61,112.</u>	 <u>6,386.</u>

## Form 990-PF, Page 6, Part VIII, Line 1

## Information about Officers, Directors, Trustees, Etc.

(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
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> Frederick C. Foote 241 E. Saginaw, E. Lansing MI 48823	Vice Pres 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> Kenneth J. Foote 241 E. Saginaw, E. Lansing MI 48823	Trustee 1.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1  
**Information about Officers, Directors, Trustees, Etc.**

Continued

(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
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> Susan L. Foote 241 E. Saginaw, E. Lansing MI 48823	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> Steven M. Foote 241 E. Saginaw, E. Lansing MI 48823	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> David R. Foote 241 E. Saginaw, E. Lansing MI 48823	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> Rhonda F. Judy 241 E. Saginaw, E. Lansing MI 48823	Trustee 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Amy A. Kaczmarczyk 690 Emily Ln Haslett MI 48840	Sec/Treas 1.00	0.	0.	0.
Total		0.	0.	0.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Alseres Pharmaceutical Inc.	917,950.	32,394.
Bank of America Corporation	190,592.	233,291.
Chesapeake Energy Corp	128,789.	124,650.
Diana Shipping Inc.	147,852.	146,000.
Getty Realty Corporation	630,327.	496,650.
Innovative Solutions & Support Inc.	614,050.	347,440.
K-Swiss Inc.	183,291.	184,800.
Mosys, Inc.	750,387.	504,600.
New York Community Bancorp	509,600.	458,500.
Newport Corp.	285,662.	285,813.
One Liberty Properties Inc.	388,872.	507,250.
Pace Oil & Gas Ltd	447,142.	196,200.
Petroquest Energy	98,250.	99,000.
Polaris Minerals	403,157.	405,616.
Pulse Seismic Inc.	448,889.	449,790.
Quantum 3D Ser 1 Conv Preferred	250,000.	2,083.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Safe Bulkers Inc.	465,012.	252,000.
WTS Kinder Morgan Inc.	36,576.	72,576.
Total	<u>6,896,398.</u>	<u>4,798,653.</u>

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

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Advanced Micro Devices 6%	13,802.	13,950.
Avatar Holdings Inc. 7.5%	197,100.	202,000.
Forest City Enterprises 6.5%	8,135.	9,800.
Frontline 4.5% due 4/14/2015	406,000.	277,500.
Quantum 3D Sec Conv Prom NT 5%	140,000.	14.
Tutor Perini Corp. 7.625% due 11/1/2018	189,919.	216,825.
Williams Cos Inc. 7.5%	105,850.	143,433.
Total	<u>1,060,806.</u>	<u>863,522.</u>

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

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Investment in The Passion	1.	1.
Investment in NanoHoldings, LLC	316,111.	316,111.
Total	<u>316,112.</u>	<u>316,112.</u>

Form 990-PF, Page 2, Part II, Line 15  
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Prepaid federal income tax	9,958.	0.	0.
Deposits & misc item	321.	321.	321.
Accrued interest on securities	10,127.	431.	431.
Total	<u>20,406.</u>	<u>752.</u>	<u>752.</u>

Form 990-PF, Page 2, Part II, Line 22

**Other Liab Stmt**

<b>Line 22 - Other Liabilities:</b>	<b>Beginning Year Book Value</b>	<b>Ending Year Book Value</b>
<u>Federal taxes payable</u>	0.	<u>41,108.</u>
<b>Total</b>	<u>0.</u>	<u>41,108.</u>

Additional Information For Tax Return

Heritage Mark Foundation

23-7017100

Form 990-PF, p1: Line 23(a)-2

Taxpayer elects under Section 181 to deduct movie production costs rather than capitalize them.

## HERITAGE MARK FOUNDATION

FORM 990-PF

23-7017100

## PART IV CAPITAL GAIN AND LOSSES FOR TAX ON INVESTMENT INCOME

DECEMBER 31, 2012

NUMBER OF SHARES	DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED	COST OR BASIS	GAIN (LOSS) ON SALE
7,500	MI Development, Inc	P	1/28/2011	2/15/2012	\$ 275,452	\$ -	\$ 203,983	\$ 71,469
2,000	MI Development, Inc	P	4/7/2011	5/2/2012	71,561	0	54,990	16,571
2,500	MI Development, Inc	P	4/11/2011	5/2/2012	89,452	0	69,115	20,337
2,525	Nordic American Tanker	P	11/4/2011	11/27/2012	23,422	0	34,919	(11,497)
815	Williams Companies	D	2/20/2003	8/31/2012	26,283	0	2,320	23,963
50,000	Alseres Pharmaceutical	P	3/11/2003	various	6,150	0	250,000	(243,850)
95,080	Alseres Pharmaceutical	P	3/7/2005	various	12,193	0	237,700	(225,507)
5,000	BNK Petroleum Ltd	D	2/13/2006	1/20/2012	10,255	0	50	10,205
2,500	BNK Petroleum Ltd	D	10/12/2006	1/20/2012	5,127	0	25	5,102
2,500	Capstone Mining Corp	P	6/21/2010	7/9/2012	5,287	0	5,841	(554)
16,000	Dryships Inc 5%	P	7/25/2011	12/5/2012	12,745	0	14,000	(1,255)
600,000	Dryships Inc 5%	P	7/14/2011	various	471,085	0	534,000	(62,915)
35,000	First Industrial LP 6 7/8%	D	4/23/2009	4/16/2012	35,000	0	23,320	11,680
226,422	Focus Enhancements	P	3/3/2011	12/10/2012	1	0	0	1
400	Getty Realty Corp	P	5/14/2010	4/20/2012	6,253	0	8,412	(2,159)
7,500	Getty Realty Corp	P	3/2/2011	various	131,208	0	171,907	(40,699)
780	Hexcel Corporation	D	10/22/2002	4/20/2012	20,537	0	1,131	19,406
4,747	Innovative Solutions	P	3/21/2006	1/11/2012	18,988	0	65,671	(46,683)
3,000	MI Development, Inc	P	1/28/2011	5/1/2012	106,986	0	81,593	25,393
3,400	Mosys, Inc	P	5/6/2004	9/13/2012	12,580	0	0	22,338
22,000	Nordic American Tanker	P	4/25/2011	various	210,251	0	0	(9,758)
475	Nordic American Tanker	P	8/1/2011	11/27/2012	4,406	0	479,244	(268,993)
9,050	New York Community Bancorp	D	12/1/1993	11/27/2012	116,019	0	0	9,664
15,700	Pulse Seismic Inc	P	5/1/2008	various	37,744	0	43,290	(5,546)
100,000	Tutor Perini Corp 7 625%	P	8/10/2011	10/24/2012	103,000	0	0	90,437
14,000	Williams Companies	D	1/22/2003	various	456,288	0	0	37,432
20,000	Williams Companies	P	2/20/2003	various	649,969	0	0	57,368
1,666	WPX Energy, Inc	D	2/20/2003	8/31/2012	25,960	0	0	3,226
6,667	WPX Energy, Inc	P	2/20/2003	various	101,091	0	0	13,003
10,000	Ford Motor Company	P	11/17/2011	12/12/2012	115,295	0	0	100,995
2,870	Bank of America Corporation	D	6/25/1996	12/12/2012	30,612	0	0	7,894
25,000	Cisco Systems Inc	P	8/10/2011	12/12/2012	494,229	0	0	355,020
10,000	Ford Motor Company	P	9/22/2011	12/12/2012	115,295	0	0	95,510
20,000	Ford Motor Company	P	1/1/2011	12/12/2012	230,590	0	0	223,974
5,000	FedEx Corp	P	9/22/2011	12/12/2012	450,780	0	0	330,760
14,720	Getty Realty Corp	P	8/4/2011	12/12/2012	253,762	0	0	317,576
12,561	Kinder Morgan Inc	P	5/6/2010	12/12/2012	425,547	0	0	403,397
5,950	New York Community Bancorp	D	12/1/1993	12/12/2012	76,743	0	0	6,831
10,000	United Parcel Service Inc	P	9/22/2011	12/12/2012	738,273	0	0	629,019
20,000	Waste Management, Inc	D	9/9/2011	12/12/2012	670,775	0	0	605,430
4,000	Williams Companies	D	10/23/2002	12/12/2012	125,911	0	0	5,480

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## PART IV CAPITAL GAIN AND LOSSES FOR TAX ON INVESTMENT INCOME

DECEMBER 31, 2012

NUMBER OF SHARES	DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED	COST OR BASIS	GAIN (LOSS) ON SALE
2,000	Williams Companies	D	1/22/2003	12/12/2012	62,955	0	5,347	57,608
30,000	El Paso Corp merger	P	5/6/2010	5/31/2012	439,500	0	0	439,500
	Kinder Morgan Inc merger	P	5/6/2010	5/31/2012	95,484	0	0	95,484
1,354,100	Summit Semiconductor	P	5/12/2010	12/18/2012	1,354	0	612,881	(611,527)
	Total Long Term Capital Gain				\$ 7,372,398	\$ -	\$ 6,225,484	\$ 1,146,914
3,500	MI Development, Inc	P	1/28/2011	various	\$ 123,241	0	\$ 95,192	\$ 28,049
25,000	Chesapeake Energy Corp	P	4/17/2012	12/19/2012	431,980	0	479,838	(47,858)
15,000	Getty Really Corp	P	3/16/2012	12/12/2012	258,589	0	210,519	48,070
41,040	JP Morgan Chase	P	5/11/2012	12/12/2012	649,625	0	552,460	97,165
20,000	PF Changs China Bistro	P	10/5/2011	5/1/2012	1,029,025	0	567,243	461,782
					2,492,460	-	1,905,252	587,208
	GRAND TOTAL FOR CAPITAL GAIN LOSS				\$ 9,864,858	\$ -	\$ 8,130,736	\$ 1,734,122

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## PART XV SCHEDULE OF CONTRIBUTIONS

DECEMBER 31, 2012

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
Acton Institute	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	200
ACTS Community Development	Brooklyn, NY	PUBLIC CHARITY	CHARITABLE	5,000
Answers in Genesis	Florence, KY	PUBLIC CHARITY	CHARITABLE	200
Artman Luthem Home	Ambler, PA	PUBLIC CHARITY	CHARITABLE	10,000
Avon Foundation for Women	New York, NY	PUBLIC CHARITY	CHARITABLE	100
Bair Lake Bible	Jones, MI	PUBLIC CHARITY	CHARITABLE	1,250
Beacon Hill Civic Association	Boston, MA	PUBLIC CHARITY	CHARITABLE	780
Berachah Church	Houston, TX	PUBLIC CHARITY	CHARITABLE	25,000
Blair Academy	Blairstown, NJ	PUBLIC CHARITY	CHARITABLE	3,000
Boston Trnity Academy	Boston, MA	PUBLIC CHARITY	CHARITABLE	125,000
The Bowery Mission	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
Boys Hope Girls Hope of New York	Staten Island, NY	PUBLIC CHARITY	CHARITABLE	2,500
Breaking Ground, Inc	Chicago, IL	PUBLIC CHARITY	CHARITABLE	2,500
Breast Cancer Fund	San Francisco, CA	PUBLIC CHARITY	CHARITABLE	500
Brooklyn Academy	Brooklyn, NY	PUBLIC CHARITY	CHARITABLE	2,000
CAM International	Dallas, TX	PUBLIC CHARITY	CHARITABLE	500
Campus Crusade for Chnst International	Orlando, FL	PUBLIC CHARITY	CHARITABLE	26,500
Cantans of Austin	Austin, TX	PUBLIC CHARITY	CHARITABLE	5,000
CBMC of Mid-Michigan	Lansing, MI	PUBLIC CHARITY	CHARITABLE	500
CBMC, Inc	Chattanooga, TN	PUBLIC CHARITY	CHARITABLE	5,000
Cedarville University	Cedarville, OH	PUBLIC CHARITY	CHARITABLE	100,000
Center Point Church	Concord, NH	PUBLIC CHARITY	CHARITABLE	200
Chanty Global, Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	8,600
Chicago Hope Academy	Chicago, IL	PUBLIC CHARITY	CHARITABLE	45,000
Choate Rosemary Hall Foundation	Wallingford, CT	PUBLIC CHARITY	CHARITABLE	250
Christar	Reading, PA	PUBLIC CHARITY	CHARITABLE	2,500
Christian Mission for the Deaf	Aledo, TX	PUBLIC CHARITY	CHARITABLE	8,000
Chnstian Missions in Many Lands	Springlake, NJ	PUBLIC CHARITY	CHARITABLE	138,000
Chnstian Workers Fellowship Fund Inc	Kansas City, KS	PUBLIC CHARITY	CHARITABLE	148,250
Christians at East Lansing	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	89,808
Cornell University	Ithaca, NY	PUBLIC CHARITY	CHARITABLE	32,150
Cystic Fibrosis Foundation	Bethesda, MD	PUBLIC CHARITY	CHARITABLE	25,450
Deepwater Transitional Program	Lansing, MI	PUBLIC CHARITY	CHARITABLE	3,000
Denver Bible Church	Arvada, CO	PUBLIC CHARITY	CHARITABLE	3,200
DiscipleMakers	State College, PA	PUBLIC CHARITY	CHARITABLE	2,400
East West Ministres International	Dallas, TX	PUBLIC CHARITY	CHARITABLE	2,500
Engineering Ministres International	Colorado Spnngs, CO	PUBLIC CHARITY	CHARITABLE	200
F O C U S	New Canaan, CT	PUBLIC CHARITY	CHARITABLE	22,500
Foundation for Economic Education Inc	Irvington, NY	PUBLIC CHARITY	CHARITABLE	200
Gilcrease Museum Management Trust	Tulsa, OK	PUBLIC CHARITY	CHARITABLE	20,500
Grace Life International	Charlotte, NC	PUBLIC CHARITY	CHARITABLE	1,200
Great Commission Ministres	Winter Park, FL	PUBLIC CHARITY	CHARITABLE	9,000
Greater Lansing Ballet Company	Lansing, MI	PUBLIC CHARITY	CHARITABLE	20,000
HCJB World Radio	Colorado Spnngs, CO	PUBLIC CHARITY	CHARITABLE	2,000
Hines Falls Free Library	Haines Falls, NY	PUBLIC CHARITY	CHARITABLE	3,000
His House Chnstian Fellowship	Oshkosh, WI	PUBLIC CHARITY	CHARITABLE	3,000
His Mansion Ministres	Hillsboro, NH	PUBLIC CHARITY	CHARITABLE	2,400
Human Rights First	New York, NY	PUBLIC CHARITY	CHARITABLE	2,500
The Interfaith Community Shelter	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	5,000
Interfaith Leadership Alliance	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	10,000
Kids Excel El Paso, Inc	El Paso, TX	PUBLIC CHARITY	CHARITABLE	25,000
Lansing City Rescue Mission	Lansing, MI	PUBLIC CHARITY	CHARITABLE	13,415
Layman's Foundation Inc	Cambridge, MA	PUBLIC CHARITY	CHARITABLE	2,500
Leadership Foundation, Inc	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	2,500
Mountain Top Arboretum Inc	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	2,000
Mustard Seed Ministres International	Springfield, IL	PUBLIC CHARITY	CHARITABLE	2,000
National Dance Institute	New York, NY	PUBLIC CHARITY	CHARITABLE	1,000
National Organization on Disability	New York, NY	PUBLIC CHARITY	CHARITABLE	12,000
New York City Ballet	New York, NY	PUBLIC CHARITY	CHARITABLE	15,000
New York Fellowship	New York, NY	PUBLIC CHARITY	CHARITABLE	4,300
New York Shakespeare Festival	New York, NY	PUBLIC CHARITY	CHARITABLE	50,000
Nichols House Museum	Boston, MA	PUBLIC CHARITY	CHARITABLE	2,180

## HERITAGE MARK FOUNDATION

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## PART XV SCHEDULE OF CONTRIBUTIONS

DECEMBER 31, 2012

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
OMF International	Littleton, CO	PUBLIC CHARITY	CHARITABLE	2,000
Park Street Church	Boston, MA	PUBLIC CHARITY	CHARITABLE	25,000
Park Street Kids, Inc	Boston, MA	PUBLIC CHARITY	CHARITABLE	10,000
Pnnceton Evangelical Fellowship	Pnnceton, NJ	PUBLIC CHARITY	CHARITABLE	50,000
RB Thieme Jr Bible Ministres	Houston, TX	PUBLIC CHARITY	CHARITABLE	25,000
Reformed University Fellowship	Lawrenceville, GA	PUBLIC CHARITY	CHARITABLE	2,500
Rest Haven Homes, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	13,200
Riverview Community Church	Holt, MI	PUBLIC CHARITY	CHARITABLE	1,200
School for Advanced Research on the Human Experience	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	27,400
Second Chance Outreach	Tyrone, GA	PUBLIC CHARITY	CHARITABLE	2,200
Send International	Farmington, MI	PUBLIC CHARITY	CHARITABLE	2,000
Shepherd's Crook Ministres	West Chester, OH	PUBLIC CHARITY	CHARITABLE	500
SITE Santa Fe	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	11,000
Somaly Mam Foundation	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
Special Olympics Michigan	Mount Pleasant, MI	PUBLIC CHARITY	CHARITABLE	50
St Andrew's Seek & Serve	St Thomas, USVI	PUBLIC CHARITY	CHARITABLE	3,000
St John's College	Annapolis, MD	PUBLIC CHARITY	CHARITABLE	150,000
St Luke's Episcopal	Catskill, NY	PUBLIC CHARITY	CHARITABLE	500
Stockbrdge Fire Department	Stockbrdge, MA	PUBLIC CHARITY	CHARITABLE	10,000
That Day, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	7,900
The Boston Athenaeum	Boston, MA	PUBLIC CHARITY	CHARITABLE	2,500
The Buckley School	New York, NY	PUBLIC CHARITY	CHARITABLE	3,000
The Cleveland Clinic Foundation	Cleveland, OH	PUBLIC CHARITY	CHARITABLE	100,000
The Mackinac Center for Public Policy	Midland, MI	PUBLIC CHARITY	CHARITABLE	400
The Navigators	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	15,100
The New School	New York, NY	PUBLIC CHARITY	CHARITABLE	90,000
The Rock - Real Community	Castle Rock, CO	PUBLIC CHARITY	CHARITABLE	1,000
Trinity Grace Church	New York, NY	PUBLIC CHARITY	CHARITABLE	31,000
Truth and Tidings Gospel Trust USA	Wadsworth, OH	PUBLIC CHARITY	CHARITABLE	271,550
University of Tulsa	Tulsa, OK	PUBLIC CHARITY	CHARITABLE	5,000
University of Virginia	Charlottesville, VA	PUBLIC CHARITY	CHARITABLE	1,000
Vision New England	Burlington, MA	PUBLIC CHARITY	CHARITABLE	2,500
Wheaton College	Wheaton, IL	PUBLIC CHARITY	CHARITABLE	12,000
Wisconsin Chrstian Campus Ministres	Oshkosh, WI	PUBLIC CHARITY	CHARITABLE	3,000
Wycliffe Bible Translators	Huntington Beach, CA	PUBLIC CHARITY	CHARITABLE	4,200
Zan's Fury Friends, Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	500
			Grand Total	\$ 1,954,433