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 , 2012, and ending , 20

Name of foundation GILLETT FAMILY FOUNDATION
C/O RICHARD M. GILLETT, JR.

A Employer identification number 26-1606747

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3100 BOYNTON AVENUE, N.E.

B Telephone number (see instructions) (616) 774-7000

City or town, state, and ZIP code
ADA, MI 49301

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,204,410.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,027,337.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,388.	23,686.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	320.			
	b Gross sales price for all assets on line 6a 290,648.				
	7 Capital gain net income (from Part IV, line 2)		4,600.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	2,633.	2,421.		
	12 **Total** Add lines 1 through 11	2,054,678.	30,707.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	8,510.			
	b Accounting fees (attach schedule) ATCH 4	660.			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	428.	428.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	8,226.	2,943.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,824.	3,371.		
	25 Contributions, gifts, grants paid	22,500.			22,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	40,324.	3,371.	0	22,500.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	2,014,354.			
	b **Net investment income** (if negative, enter -0-)		27,336.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2.		
	2	Savings and temporary cash investments	72,981.	146,918.	146,918.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7		859,895.	875,816.
	c	Investments - corporate bonds (attach schedule) ATCH 8		656,485.	655,326.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	102,511.	526,553.	526,350.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	6.	3.	
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	175,500.	2,189,854.	2,204,410.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	172,404.	172,404.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,096.	2,017,450.	
	30	**Total net assets or fund balances** (see instructions)	175,500.	2,189,854.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	175,500.	2,189,854.	

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	175,500.
2	Enter amount from Part I, line 27a	2	2,014,354.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,189,854.
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	2,189,854.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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	
a				
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	4,600.
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	0

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 (col (b) divided by col (c))
2011	11,023.	128,262.	0.085941
2010	9,000.	124,081.	0.072533
2009	5,000.	112,437.	0.044469
2008	5,000.	99,329.	0.050338
2007	6,000.	15,326.	0.391492

2	**Total** of line 1, column (d)	2	0.644773
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	0.128955
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	546,577.
5	Multiply line 4 by line 3	5	70,484.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	273.
7	Add lines 5 and 6	7	70,757.
8	Enter qualifying distributions from Part XII, line 4	8	22,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	547.
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	547.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	547.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 20.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 604.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	624.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	12.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	65.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 65. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* ATCH 10	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RICHARD M. GILLETT, JR. Telephone no ▶ 616-774-7000

Located at ▶ 3100 BOYNTON AVENUE, N.E. ADA, MI ZIP+4 ▶ 49301

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
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? ☐ 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)?	1b		
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶			
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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
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		X
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		X

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
ATCH 11		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 ▶

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		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 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	498,356.
b	Average of monthly cash balances	1b	56,545.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	554,901.
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	554,901.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,324.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	546,577.
6	**Minimum investment return.** Enter 5% of line 5	6	27,329.

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	27,329.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	547.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	547.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	26,782.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	26,782.
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	26,782.

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	22,500.
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	22,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	22,500.

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				26,782.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . 5,335.				
b From 2008 . . . 822.				
c From 2009				
d From 2010 . . . 3,040.				
e From 2011 . . . 4,628.				
f Total of lines 3a through e	13,825.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 22,500.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				22,500.
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).)	4,282.			4,282.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,543.			
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				
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)	1,053.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8,490.			
10 Analysis of line 9				
a Excess from 2008 . . . 822.				
b Excess from 2009				
c Excess from 2010 . . . 3,040.				
d Excess from 2011 . . . 4,628.				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total . . . . . . ▶ **3a**				22,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	23,686.	
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			18	4,600.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				28,286.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 28,286.

(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.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 10/31/13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KATHLEEN GUIDER	[signature]	10/24/2013		P00177866

Firm's name ▶ BDO USA, LLP — Firm's EIN ▶ 13-5381590

Firm's address ▶ 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI 49503 — Phone no 616-774-7000

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
GILLETT FAMILY FOUNDATION C/O RICHARD M. GILLETT, JR.	26-1606747

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization GILLETT FAMILY FOUNDATION C/O RICHARD M. GILLETT, JR.

Employer identification number 26-1606747

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELIZABETH M. GILLETT ESTATE 3100 BOYNTON AVE NE ADA, MI 49301	$ 1,777,337.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	ELIZABETH M. GILLETT ESTATE 3100 BOYNTON AVE NE ADA, MI 49301	$ 250,000.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
GILLETT FAMILY FOUNDATION C/O RICHARD M. GILLETT, JR.	26-1606747

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
2	FEG AAF TEI LLC 1 PAR VA - 250,000	$ 250,000.	12/13/2012
		$	
		$	
		$	
		$	
		$	

Name of organization GILLETT FAMILY FOUNDATION
C/O RICHARD M. GILLETT, JR.

Employer identification number
26-1606747

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGENCY FEES	2,810.	2,763.
MICHIGAN FILING FEE	20.	
MICHIGAN FILING LATE FEE	10.	
MISCELLANEOUS	5,206.	
FEG AAF TEI LLC: DEDUCTIONS	180.	180.
TOTALS	8,226.	2,943.

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
5/3 BANK IRREVOCABLE TRUST DOMESTIC DIV	16,078.	15,376.
DOMESTIC DIVIDENDS	2,808.	2,808.
5/3 BANK IRREVOCABLE TRUST FOREIGN DIV	4,238.	4,238.
FOREIGN DIVIDENDS	1,264.	1,264.
TOTAL	24,388.	23,686.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX REFUND	212.	
FEG AAF TEI LLC: OTHER INCOME	2,421.	2,421.
TOTALS	2,633.	2,421.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	8,510.			
TOTALS	8,510.			

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	660.			
TOTALS	660.			

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		428.	428.
	TOTALS	428.	428.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN FD CAPITAL WORLD &INC	36,062.	36,886.
WINTERGREEN FUND	51,101.	51,961.
ISHARES DOW JONES SELECT DIV	24,275.	23,526.
FINANCIAL SELECT SECTOR SPDR	23,281.	23,766.
UTILITIES SELECT SECTOR SPDR	12,080.	11,279.
BARCLAYS BANK PLC IPATH ETN	1,961.	1,845.
ISHARES RUSSELL 2000 INDEX FD	119,633.	123,357.
YACKTMAN FOCUSED FUND	53,723.	53,540.
POWERSHARES EXCHANGE-TRADED FD	26,071.	25,189.
RIDGEWORTH FDS MICAP VAL EQ I	35,308.	36,943.
ROYCE SPECIAL EQUITY FUND	51,163.	49,774.
BARCLAYS BK PLC ETF	20,066.	18,554.
ISHARES S&P GLOBAL TELECOMM	23,445.	22,582.
ISHARES S&P GLBL TECH SECTOR	23,189.	23,357.
ISHARES TR S&P GLOBAL HEALTHCA	23,166.	22,833.
ISHARES TR S&P GLOBAL ENERGY	23,722.	22,988.
ISHARES TR DJ EPAC DIVIDE	33,902.	34,444.
ISHARES TR S&P GL UTILITI	23,788.	22,924.
ISHARES TRUST S&P GL INDUSTRIE	22,701.	23,493.
ISHARES SP 500 GL CONS STAPLES	22,737.	22,531.
ISHARES SP 500 GL CONS DISC	22,386.	23,512.
VANGUARD MSCI EMERGING MARKETS	74,449.	78,328.
FINANCIAL SELECT SECTOR SPDR	6,068.	7,097.
ISHARES RUSSELL 2000 INDEX FD	33,543.	36,763.
ISHARES S&P GLOBAL TELECOMM	6,668.	6,746.
ISHARES S&P GLBL TECH SECTOR	6,331.	6,933.
ISHARES TR S&P GLOBAL HEALTHCA	6,084.	6,837.
ISHARES TR S&P GLOBAL ENERGY	6,683.	6,847.
ISHARES TR S&P GL UTILITI	6,891.	6,844.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES TRUST S&P GL INDUSTRIE	6,304.	7,026.
ISHARES SP 500 GL CONS STAPLES	6,162.	6,700.
ISHARES SP 500 GL CONS DISC	6,050.	7,035.
VANGUARD MSCI EMERGING MARKETS	20,902.	23,376.
TOTALS	859,895.	875,816.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DOUBLELINE FDS TR	89,050.	88,572.
EATON VANCE FLTG RT & H I-IN	8,859.	8,889.
FPA CRESENT PORTFOLIO-I	51,712.	52,775.
GOLDMAN SACHS CORE FIXED INCOM	11,909.	11,884.
ISHARES IBOXX $ INVESTMENTS GR	9,092.	8,953.
ISHARES 1-3 YEAR TREASURY	7,090.	7,091.
BARCLAYS 0-5 YR TIPS ISHARES	23,316.	23,296.
PIMCO FDS LOW DURATION INSTL	100,000.	98,964.
PIMCO TOTAL RETURN FUND	15,028.	14,599.
VANGUARD BD INDEX FD INC	69,616.	69,157.
PIMCO REAL RETURN FUND	15,337.	14,971.
TCW FDS INC	63,998.	63,453.
NUVEEN HIGH YIELD MUNI BD	56,817.	57,285.
PIMCO HIGH YIELD FUND	57,295.	57,534.
T ROWE HIGH YIELD FD-INV	56,819.	57,232.
VANGUARD BD INDEX FD INC	20,547.	20,671.
TOTALS	656,485.	655,326.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIFTH THIRD ACCT 8432		
ALTERNATIVE STRATEGIES #8432	6,717.	7,244.
ALTERNATIVE STRATEGIES #6632	441,705.	440,409.
REAL ESTATE INVESTMENTS #6632	78,131.	78,697.
TOTALS	526,553.	526,350.

ATTACHMENT 10

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

A CONFORMED COPY OF THE TRUST DOCUMENT HAS BEEN ATTACHED

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
RICHARD M. GILLETT, JR. 3100 BOYNTON AVENUE, N.E. ADA, MI 49301	PRESIDENT, SEC, AND TREASURER	0	0	0
MEGAN G. VOGRIG 8047 WHIP-POOR-WIL WAY ROCKFORD, MI 49341	CO-TRUSTEE	0	0	0
SARAH A. GILLETT 3100 BOYNTON ADA, MI 49301	CO-TRUSTEE	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREAT LAKES LIFEWAYS INSTITUTE 3494 28TH ST HOPKINS, MI 49328	NONE PUBLIC	GENERAL OPERATIONS	12,000.
BLANDFORD NATURE CENTER 1715 HILLBURN AVE NW GRAND RAPIDS, MI 49504	NONE PUBLIC	GENERAL OPERATIONS	2,000.
KID'S FOOD BASKET 2055 OAK INDUSTRIAL DRIVE, SUITE C GRAND RAPIDS, MI 49505	NONE PUBLIC	GENERAL OPERATIONS	2,500
CHILDREN'S ASSESSMENT CENTER 901 MICHIGAN NE GRNAD RAPIDS, MI 49503	NONE PUBLIC	GENERAL OPERATIONS	5,000
GRCC POLICE ACADEMY SCHOLARSHIP FUND IN MEMORY OF 3860 SYDNEY COURT NW GRAND RAPIDS, MI 49534	NONE PUBLIC	GENERAL OPERATIONS	1,000
		TOTAL CONTRIBUTIONS PAID	22,500.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust GILLETT FAMILY FOUNDATION C/O RICHARD M. GILLETT, JR.

Employer identification number 26-1606747

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	541.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	541.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-1,440.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	5,499.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	4,059.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Part III Summary of Parts I and II **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			541.
14 **Net long-term gain or (loss):**				
a Total for year	14a			4,059.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			4,600.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of a The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-			22		
23	Subtract line 22 from line 17 If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,400			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (15)					30
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31
32	Add lines 30 and 31					32
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: GILLETT FAMILY FOUNDATION

Employer identification number: 26-1606747

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SHORT TERM PUBLICLY TRADED SECURITIES FIFTH THIRD [2	VARIOUS	VARIOUS	95,398.	95,212.	186.
SHORT TERM PUBLICLY TRADED SECURITIES FIFTH THIRD [6	VARIOUS	VAROIUS	158,264.	157,909.	355.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 541.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a LONG TERM PUBLICLY TRADED SECURITIES FIFTH THIRD [6	VARIOUS	VARIOUS	31,487.	32,927.	-1,440.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -1,440.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					5,499.	
		SHORT TERM PUBLICLY TRADED SECURITIES FI					VARIOUS	VARIOUS
95,398.		95,212.					186.	
		SHORT TERM PUBLICLY TRADED SECURITIES FI					VARIOUS	VAROIUS
158,264.		157,909.					355.	
		LONG TERM PUBLICLY TRADED SECURITIES FIF					VARIOUS	VARIOUS
31,487.		32,927.					-1,440.	
TOTAL GAIN(LOSS)							4,600.	

FEDERAL FOOTNOTES

FORM 990PF, PART IV - CAPITAL GAIN DISTRIBUTIONS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIFTH THIRD - 2524		5,424	5,424
FIFTH THIRD - 6632		75	75
	TOTAL	5,499	5,499

GILLETT FAMILY FOUNDATION IRREVOCABLE TRUST

On 9/19, 2012, the GILLETT FAMILY FOUNDATION, a Michigan nonprofit corporation, as Settlor, establishes this Agreement with MEGAN G. VOGRIG and SARAH A. GILLETT as co-Trustees.

ARTICLE I. DECLARATIONS

1.1 **Trust Name.** The name of this Trust is the GILLETT FAMILY FOUNDATION IRREVOCABLE TRUST.

1.2 **Purpose.** This Trust is established to: provide management of assets for such religious, charitable, scientific, literary and educational purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code; separate the assets of the trust which were received by Settlor as a result of a disclaimer made by Richard M. Gillett, Jr. from all other assets of Settlor; and preclude Richard M. Gillett, Jr. from serving as trustee, having any power to remove or replace a trustee or exercising any trust power or discretion (especially regarding distributions of trust income or principal). Trustee agrees to hold, administer, and distribute the assets it receives in accordance with this Agreement.

1.3 **Contributions to Trust.** For the purpose of establishing this Trust, Settlor has delivered or intends to deliver to Trustee certain assets to be held under this Agreement. Settlor or any other person may transfer additional assets to Trustee by assignment, will, beneficiary designation, or any other means.

1.4 **Registration.** If permitted by law, this Trust is exempt from registration.

ARTICLE II. NO RETAINED CONTROL

2.1 **Irrevocability.** This Agreement is irrevocable. Settlor relinquishes all right to alter, amend, revoke, or terminate this Agreement or any of its terms or provisions.

ARTICLE III. TRUSTEE

3.1 **Definition.** The term "Trustee" refers to the one or to those acting as trustee or trustees, regardless of number.

3.2 **Trustee.** The initial Trustees shall be MEGAN G. VOGRIG and SARAH A. GILLETT. In no event may RICHARD M. GILLETT, JR. serve as Trustee of the Trust.

3.3 **Removal of Trustee.** A majority of the current serving Trustees of Settlor, specifically excluding Richard M. Gillett, Jr., have the right to remove a trustee, with or without cause.

3.4 **Appointment of Successor.** A majority of the current serving Trustees of Settlor. specifically excluding Richard M. Gillett, Jr., may appoint a successor Trustee. If there is a vacancy where no trustee is serving and an appointment is not made within 30 days of the vacancy, a court having jurisdiction may appoint a successor trustee.

3.5 **Resignation.** A trustee may resign by providing notice to the Settlor. If an individual trustee has given an agent under a durable power of attorney general authority to act with respect to the individual trustee's personal finances, that agent of the individual trustee may give notice of resignation on the individual trustee's behalf and the resignation shall be effective to the same extent as if the notice had been given personally by the individual trustee. The determination that an individual trustee is disabled, as defined in this Agreement, constitutes the resignation of that person as a trustee.

3.6 **Special Trustee.** If Trustee is unable or unwilling to exercise one or more fiduciary powers, from time to time, regarding a specific trust matter or asset, Trustee may appoint or petition a court having jurisdiction to appoint a special trustee to exercise the fiduciary power on a temporary or permanent basis, or may request that the court exercise the fiduciary power on a temporary or permanent basis. Richard M. Gillett, Jr. shall not. under any circumstances, serve as a special trustee, nor shall he participate, directly or indirectly, in the selection of any special trustee.

3.7 **Compensation.** Each trustee is entitled to reimbursement for reasonable out-of-pocket expenses and may receive reasonable compensation for services performed.

3.8 **Qualification.** A trustee shall qualify by giving notice of acceptance of trust. If a nominated trustee becomes eligible to serve because of a death, resignation, removal, or appointment, the notice of acceptance must be given within 30 days of eligibility. If eligibility to serve occurs because of the attainment of a specified age, the notice of acceptance may be given at any time.

3.9 **Trustee Obligations.** Trustee shall exercise good faith, ordinary prudence, and reasonable care in the discharge of Trustee's duties under the terms of this Agreement. Trustee, however, is not liable for the acts, omissions, or defaults of any agent appointed with due care. A successor trustee is under no obligation to review the acts or to examine the accounts of a predecessor or any co-trustee of a predecessor. In no event is a successor trustee liable for acts, omissions, or failures to account properly prior to the successor's qualification.

3.10 **Reliance on Certificate.** The certificate of Trustee that Trustee is acting according to the terms of this Agreement fully protects all persons dealing with Trustee.

3.11 **Exercise of Authority.** Except as expressly provided to the contrary in this Agreement, when there is more than one trustee serving, only a majority of all trustees who are United States citizens or domestic United States corporations shall constitute the act of Trustee.

ARTICLE IV. DISTRIBUTIONS

4.1 **Income.** Trustee may distribute or accumulate net income of the Trust or add it to principal. The distribution of current and accumulated income is governed by the provisions that authorize use of principal.

4.2 **Principal.** Trustee may distribute principal (even to the exhaustion of the Trust), in Trustee's discretion, to organizations, other than Settlor, that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, for religious, charitable, scientific, literary and educational purposes.

4.3 **Limitation.** Trustee may not distribute income or principal in discharge of a legal obligation of Settlor. A charitable organization who receives a distribution under paragraphs 4.1 or 4.2 is to be informed only of that specific gift and is not to receive any inventory, accounting, or information about gifts to other charitable organizations.

4.4 **Termination.** Upon the death of RICHARD M. GILLETT, JR., the Trustee shall distribute all remaining trust assets to the GILLETT FAMILY FOUNDATION, or its successor, free of trust.

4.5 **Absence of Beneficiaries.** If, at any time, there is no one to take under the other provisions of this Agreement, Trustee shall distribute the trust assets to one or more organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V. GENERAL PROVISIONS

5.1 **Periodic Payments.** When discretionary payments of income or principal are made, if permitted for federal income tax purposes, Trustee may elect to treat some or all of any amounts distributed within the first 65 days of a tax year as having been made on the last day of the prior tax year.

5.2 **Undistributed Income.** When an income beneficiary dies, any accrued, current undistributed, or accumulated income shall be paid, when distributable, to the holder or holders of the next estate.

5.3 **Disability.** A fiduciary or a beneficiary shall be deemed to be disabled if a licensed physician certifies, or if required, a court having jurisdiction determines that due to physical or mental conditions the person is unable to exercise judgment about or attend to property or financial matters. Settlor desires that, if requested, any fiduciary or successor fiduciary sign an Authorization Under Health Insurance Portability and Accountability Act permitting any co-fiduciary or named successor fiduciary to receive medical information necessary to confirm his or her ability or inability to serve as fiduciary.

5.4 **Consolidation of Trusts.** If the dispositive provisions of the Trust are substantially the same as those found in another trust established for the same beneficiary by Settlor or others, then Trustee may either transfer assets held under this Agreement to the other trust or may receive assets from the other trust and consolidate the assets into this Trust. If the rule against perpetuities runs from different dates with reference to the assets of different trusts, if the trusts have different tax attributes, if the trust assets are of a different nature, or if there are other significant differences in their provisions, then consolidation may still take place, but Trustee must maintain the assets of the trusts as separate shares.

5.5 **Termination of Trusts.** Trustee may not terminate the Trust.

5.6 **Modification of Trusts.** A court having jurisdiction, acting on the petition of a trustee or an interested person, but only following notice to each trust beneficiary to whom notice must be given under applicable law or court rule and to each trustee, may modify the Trust only:

(a) if the court concludes that modification is not inconsistent with any material purpose of the trust;

(b) if, because of circumstances not anticipated by Settlor, modification in accordance with Settlor's probable intention will further the purposes of the trust;

(c) if continuation of the trust on its current terms would be impractical or wasteful or would impair the trust's administration; or

(d) to achieve Settlor's tax objectives in a manner not contrary to Settlor's probable intention.

The presence of a spendthrift clause shall not prevent the modification of a trust when modification is otherwise justified under the terms of this section.

5.7 **Tax Terminology.** For purposes of this Agreement, tax terms shall have the meaning as those terms, or their equivalents, have under the federal Internal Revenue Code and treasury regulations in effect from time to time.

5.8 **Notices.** Any notice required under this Agreement must be in writing, signed by the person(s) giving notice, and shall be effective when delivered or mailed to the party to whom notice is to be given. All notices or other information that must be provided to the Settlor, shall be delivered to the President of the GILLETT FAMILY FOUNDATION.

5.9 **Construction.** In construing this Agreement, consideration shall be given to the fact that the singular and plural and the masculine, feminine, and neuter may have been used interchangeably. The text and not the headings of the Articles and sections of this Agreement shall control construction or interpretation of this Agreement.

5.10 **Definitions.** For purposes of this Agreement, the following definitions shall apply:

(a) **Donor.** "Donor" means any person who contributes assets, or on behalf of whom assets are contributed, to the Trust.

(b) **Settlor and Gillett Family Foundation.** The "Settlor" is the GILLETT FAMILY FOUNDATION, a Michigan nonprofit corporation. All references to the "Settlor" mean the GILLETT FAMILY FOUNDATION. and all references to the GILLETT FAMILY FOUNDATION means the "Settlor."

5.11 **Retirement Plan.** A retirement plan means an actual or deemed individual or Roth retirement account, as described in Internal Revenue Code Sections 408 and 408A; an annuity or mutual fund custodial account, as defined in Internal Revenue Code Section 403(b); a pension, profit-sharing, stock bonus, or other retirement plan that is qualified under Internal Revenue Code Section 401(a); and any other retirement plan or arrangement that is subject to the "minimum distribution rules" or equivalent rules under any other section of the Internal Revenue Code.

5.12 **Grantor Trust Status With Respect to Settlor.** It is the Settlor's intent that, until the termination of the Trust, that Settlor will be treated as the owner of the entire trust for federal income tax purposes pursuant to Internal Revenue Code Sections 671-679. Settlor desires that this Agreement be construed, interpreted. and, if necessary, modified by a court having jurisdiction, to give effect to this intent.

ARTICLE VI. ADMINISTRATIVE POWERS

Trustee has the power to perform every act that a reasonable and prudent investor would perform incident to the collection, preservation, management, use, and distribution of the trust assets to accomplish the desired result of administering the trust legally and in the best interest of the trust beneficiaries, without the approval of any court or beneficiary. Subject to the foregoing and except as otherwise provided in this Agreement, Trustee possesses, in addition to or in substitution for, but not otherwise in limitation of, common-law and statutory powers, the authority to:

6.1 **Take Control of Assets.** Take possession, custody, or control of assets transferred to the trust;

6.2 **Retention of Assets.** Retain assets that Trustee may receive, including assets in which Trustee is personally interested, in accordance with the Michigan Prudent Investor Rule;

6.3 **Receipt of Assets.** Receive assets from fiduciaries or other sources that are acceptable to Trustee;

6.4 **Contractual Obligations.** Perform, compromise, or refuse performance of contracts that are obligations of the trust, as Trustee may determine under the circumstances. If the contract is for conveyance of real estate and requires warranties, Trustee may give the warranties that will bind the trust estate, but not Trustee, except in a representative capacity. In performing enforceable contracts to convey or lease land, Trustee, among other possible courses of action, may:

(a) **Conveyance.** Execute and deliver a deed of conveyance for cash payment of all sums remaining due or the purchaser's note for the sum remaining due secured by a mortgage on the land; or

(b) **Contingent Conveyance.** Deliver a deed in escrow with directions that the proceeds, when paid in accordance with the escrow agreement, be paid to Trustee, as designated in the escrow agreement;

6.5 **Deposits and Investments.** Deposit trust assets in a bank, including a bank operated by Trustee; invest and reinvest trust assets as would a prudent investor acting in accordance with the Michigan Prudent Investor Rule; in exercising these powers, consistent with its fiduciary duty, Trustee may invest in and terminate investments in securities, common trust funds, deposit accounts, and life insurance contracts of a corporate trustee or any of its affiliates or in a mutual fund of which any corporate trustee or any of its affiliates serve as investment adviser or in any other capacity, may purchase and retain securities that are underwritten by a corporate trustee or any affiliate either individually or as a member of a syndicate, and may make investment transactions through a brokerage company that is affiliated with a corporate trustee; and may purchase annuities, insurance policies and other insurance or investment products through an insurance company that is affiliated with a corporate trustee;

6.6 **Acquisitions and Disposition.** Acquire or dispose of an asset, including assets in this or another state or country, in any manner for cash or on credit, at public or private sale; grant options; and manage, develop, improve, exchange, partition, or change the character of. a trust asset;

6.7 **Repairs and Alterations.** Make ordinary or extraordinary repairs or alterations in buildings or other structures, demolish any improvements, or raze existing or erect new party walls or buildings;

6.8 **Administer Real Estate.** Subdivide, develop, or dedicate land to public use; make or obtain the vacation of plats and adjust boundaries; adjust differences in valuation on exchange or partition by giving or receiving consideration; grant or retain easements, including the dedication of easements to public use without consideration; or otherwise deal in real property, or any interest therein, as Trustee deems appropriate and without regard to the duration of such interests;

6.9 **Leases.** Enter for any purpose into a lease as lessor or lessee, with or without option to purchase or renew, for any term;

6.10 **Mineral Interests.** Enter into a lease or arrangement for exploration and removal of minerals or other natural resources or enter into a pooling or unitization agreement;

6.11 **Abandon Assets.** Abandon an asset when, in the opinion of Trustee, it is valueless, or is so encumbered, or is in a condition that it is of no benefit to the trust;

6.12 **Vote Securities.** Vote or decline to vote securities, in person, by general or limited proxy, or in any other manner provided by law; enter into voting agreements or trusts for any term;

6.13 **Pay Liabilities on Securities.** Pay calls, assessments, and other sums chargeable or accruing against or on account of securities;

6.14 **Nominee.** Hold assets in the name of a nominee or in other form without disclosure of the interest of the trust, but Trustee shall be liable for any act of the nominee in connection with assets so held;

6.15 **Insurance.** Insure the trust assets against damage, loss, and liability and Trustee against liability as to third persons;

6.16 **Borrow and Loan Funds.** Borrow money, with security (including by mortgage, pledge, guarantee, or hypothecation of any trust assets) or without security, or loan money, on such terms and interest rate as Trustee deems appropriate; from or to such persons and entities, including any trustee or affiliate of any trustee, a beneficiary, trust or estate, as Trustee deems advisable; advance money for protection of trust assets; utilize and deal in margin accounts with a securities broker; and repay borrowed money from trust assets;

6.17 **Compromise.** Effect a fair and reasonable compromise with any debtor or obligor, or extend, renew, or in any manner modify the terms of any obligation owing to the trust; if Trustee holds a mortgage, pledge, or other lien upon property of another person. Trustee may, in lieu of foreclosure, accept a conveyance or transfer of encumbered assets from the owner thereof in satisfaction of the indebtedness secured by lien;

6.18 **Exercise Rights and Options.** Sell or exercise subscription or conversion rights; exercise stock options and warrants;

6.19 **Principal and Income Allocations.** Make reasonable allocations of receipts and disbursements between principal and income in Trustee's discretion;

6.20 **Agents.** Employ (and pay reasonable compensation for services performed) persons, including attorneys, auditors, investment advisers, accountants, appraisers, brokers, custodians, rental agents, realtors, or agents, even if they are associated with Trustee, to advise or assist Trustee in the performance of administrative duties; act without independent investigation upon their recommendations; and instead of acting personally, employ or appoint one or more agents to perform any act of administration, whether or not discretionary, provided, however, that Richard M. Gillett, Jr. shall never serve as an agent or be delegated any authority to perform any act or discretion under this trust;

6.21 **Legal Proceedings.** Prosecute, defend, arbitrate, settle, release, compromise, and agree to indemnify claims or proceedings in any jurisdiction or under alternative dispute resolution procedures for the protection of trust assets and the protection of Trustee in the performance of Trustee's duties;

6.22 **Business Interests.** Consent to or participate in, directly or through a committee or other agent, the reorganization, consolidation, merger, dissolution, or liquidation of any business enterprise; continue or participate in any business or venture in any manner, in any form, for any length of time;

6.23 **Exoneration.** Provide for exoneration of Trustee from personal liability in any contract entered into on behalf of the trust;

6.24 **Claims.** Collect, pay, contest, settle, release, agree to indemnify against, compromise, or abandon claims of or against the trust, including claims against the trust by Trustee;

6.25 **Taxes and Assessments.** Pay taxes and assessments, penalties and interest, and contest or sue for refunds of those payments;

6.26 **Division of Trust Assets.** Divide the trust assets or sever trusts into two or more separate portions or trusts and to allocate assets between them in order to simplify or rationalize administration for generation-skipping transfer tax purposes, to segregate assets for management purposes, or to meet other trust objectives; and to combine portions or trusts that have previously been divided. If trusts are divided, severed, or combined, Trustee shall do so in a manner that satisfies applicable statutory and regulatory requirements in order to maintain existing or available exemptions from the tax on generation-skipping transfers, and the terms before division or severance that would qualify the trust for any tax deduction, exclusion, election, exemption, or other special federal tax status must remain the same in each of the newly created trusts;

6.27 **Distributions.** Make distribution or division of trust assets in cash or in kind or both; allot different kinds or disproportionate portions or undivided interests in trust assets among beneficiaries and determine the value of any allotted trust assets;

6.28 **Situs of Trust.** Change the situs and principal place of administration of the Trust by notice to the Settlor; if this Agreement is registered, it may be registered in Kent County, Michigan, in the jurisdiction in which the trust is being administered, or in a jurisdiction in which any trustee resides;

6.29 **Benefit of Transaction.** Deal with the trust on a fair, arm's-length basis, having in mind that any potential benefit from the transaction must inure to the trust and not to a trustee individually; this shall include the right of a corporate fiduciary to deal with its own stock and to borrow from its own commercial department; if a corporate fiduciary is acting as a trustee and its own stock or that of its parent or holding company is held as part of the trust, it shall delegate to its co-trustee the power to vote such stock, or if acting as sole trustee, it shall vote such stock pursuant to the directions of a majority in number of the then income beneficiaries who are competent adults;

6.30 **Benefits.** Direct the payout of benefits from retirement plans, life insurance policies, annuities, and other contracts payable to Trustee, and make tax elections connected with those payments;

6.31 **Ancillary Fiduciary.** Petition for or appoint another as ancillary fiduciary, appoint another to act as Trustee over assets in another state or country, and pay expenses of ancillary administration;

6.32 **Deal With Other Fiduciaries.** Enter into any transaction authorized by this Article with the fiduciary of any other trust or estate, even though the other fiduciary is also a trustee under this Agreement;

6.33 **Delegation of Powers.** Delegate to a co-trustee any fiduciary powers under this Agreement, except that no power to make discretionary distributions to that co-trustee other than a power subject to an ascertainable standard may be delegated to him or her:

6.34 **Distribution Postponement.** Postpone an otherwise required distribution to a beneficiary, in whole or in part, for a reasonable time following the death of the insured to permit Trustee to purchase assets from the insured's estate, loan moneys to the insured's estate, or exercise other powers under this Article. If a distribution is postponed, however, Trustee shall distribute net income to the beneficiary in all events; and

6.35 **Environmental Concerns.** Respond to environmental concerns and hazards affecting trust assets, including, but not limited to:

(a) **Inspection and Response.** Inspect assets and the operation of business activities, including assets held in or operated by sole proprietorships, partnerships, corporations, limited liability companies, or any other form of entity, for the purpose of determining compliance with environmental law affecting such assets and to respond to any actual or threatened violation of any environmental law affecting assets held by or tendered to Trustee;

(b) **Remediation.** Take any action necessary to prevent, abate, or otherwise remedy any actual or threatened violation of any environmental law affecting assets held by Trustee, either before or after the initiation of an enforcement action by any governmental body;

(c) **Refusal of Assets.** Refuse to accept assets in trust if Trustee determines that the assets to be transferred to the trust either are or may be contaminated by a hazardous substance or have been or are being used for any activity directly or indirectly involving a hazardous substance that could result in liability to the trust or otherwise impair the value of the trust assets;

(d) **Settle Claims.** Settle or compromise at any time all claims against the trust that may be asserted by any governmental body or private party involving the alleged violation of any environmental law affecting assets held in the trust:

(e) **Declination or Resignation.** Decline to serve or resign as Trustee if Trustee reasonably believes that there is or may be a conflict of interest between it in its fiduciary capacity and in its individual capacity because of potential claims or liabilities that may be asserted against it on behalf of the trust because of the type or condition of assets held therein;

(f) **Special Trustee.** Appoint an independent special trustee to hold title to, and take any reasonably required action, as set out above, relating to environmental law, of any assets tendered to the trust, until the time that Trustee determines no substantial risk exists if the tendered assets become a part of the trust assets, or abandons the tendered assets;

(g) **Costs.** Charge the cost of any inspection, review, abatement, response, cleanup, settlement of claim, or remedial action authorized in these provisions against the trust assets;

(h) **Definitions and Limitations.** For purposes of these provisions, "environmental law" means any federal, state, or local law, rule, regulation, or ordinance relating to protection of the environment or human health, and "hazardous substance" means any substance defined as hazardous or toxic or otherwise regulated by any environmental law; a trustee shall not be personally liable to any beneficiary or other party for any decrease in value of assets in the trust by reason of Trustee's compliance with any environmental law. including any reporting requirement under such law; neither the acceptance by Trustee of assets nor a failure by Trustee to inspect assets or business operations shall create any inference that there is or may be any liability under any environmental law with respect to such assets or business operations; the authority granted by these provisions is solely to facilitate the administration and protection of trust assets and is not to impose greater responsibility or liability on Trustee than imposed by law absent these provisions.

ARTICLE VII. ACCOUNTING

7.1 **Statements.** Trustee shall keep a true account of the affairs of the trust. At least annually and upon termination of a trust, Trustee shall render a statement of account showing at a minimum the receipts, disbursements, and transactions made during the accounting period, together with an inventory of the trust assets at the end of the accounting period with the cost and market values indicated. The statement shall be delivered as soon as practicable after the close of the accounting period or upon termination of the trust.

7.2 **Recipients.** Trustee shall provide a statement of account to the Settlor and is not obligated to provide a statement of account to any other party. A charitable organization who receives a distribution under paragraphs 4.1 or 4.2 is to be informed only of that specific gift and is not to receive any inventory, accounting, or information about gifts to other charitable organizations.

7.3 **Inspection of Records.** The books and records of Trustee relating to this Agreement shall be open at all reasonable times to inspection only by the Settlor unless otherwise ordered by a court having jurisdiction or required by statutory or common law.

7.4 **Settlement of Interim Accounts.** Unless the Settlor files with Trustee, within 90 days after the receipt by it of an interim accounting, written objection to an item contained in an account, to a fee claimed by a trustee or to reimbursable expenses, the accounting shall be deemed approved for all purposes and the amount of such fee or expenses shall be deemed reasonable.

7.5 **Settlement of Final Account.** In the case of a final accounting, a receipt in full or a release by the beneficiaries or by the conservator or other legal representatives of those beneficiaries who are disabled shall be binding, as to those beneficiaries and as to all matters and transactions stated in the account or shown by it.

7.6 **Court Approval.** Trustee is entitled at any time to have a judicial settlement of its account and to charge against the trust reasonable attorneys' fees, expenses, and other charges incident to the judicial proceeding.

ARTICLE VIII. CHOICE OF LAW

8.1 **Governing Law.** Trustee accepts the trust established by this Agreement under Michigan law. All questions concerning its validity, construction, and administration, except as otherwise specifically provided, shall be determined under Michigan law. To govern the administration of the Trust, however, Trustee may elect to apply the law of another state where Trustee resides or has a place of business, a beneficiary resides, or trust assets are located. Trustee may not elect to apply another law if the election would modify beneficial interests or limit the liability of Trustee. Trustee must give notice of an election to change governing law to each beneficiary entitled to an annual account for that trust. The effective date of the change of applicable law shall be the date of or specified in the notice.

Settlor has signed this Agreement on the date written above.

Witnesses:

GILLETT FAMILY FOUNDATION,
a Michigan nonprofit corporation

By:
Richard M. Gillett, Jr., President
Settlor

STATE OF MICHIGAN

COUNTY OF KENT

This Agreement was acknowledged before me on September 19, 2012, by RICHARD M. GILLETT, JR. on behalf of the GILLETT FAMILY FOUNDATION, a Michigan nonprofit corporation.

Notary Public, Montcalm County, Michigan
Acting in Kent County, Michigan
My commission expires: 12-31-2018

BRENDA L. SCHUMANN
Notary Public, State of Michigan
County of Montcalm
My Commission Expires 12/31/2018

By signing this Agreement, Trustee accepts the trust obligations imposed by this Agreement and the individual trustees agree to sign an Authorization Under Health Insurance Portability and Accountability Act permitting any co-trustee or successor trustee to access medical information necessary to confirm Trustee's ability or inability to serve as trustee.

Megan G. Vogrig, co-Trustee

Sarah A. Gillett, co-Trustee

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NOTICE OF TRUST EXISTENCE

GILLETT FAMILY FOUNDATION IRREVOCABLE TRUST

TO: Richard M. Gillett, Jr., President of the Gillett Family Foundation

1. The Gillett Family Foundation Irrevocable Trust has been established by the Gillett Family Foundation, as Settlor ("Trust"). The Trust is presently in existence.

2. Megan G. Vogrig and Sarah A. Gillett are serving as co-Trustees of the Trust and have accepted trusteeship. The address and telephone number for the Trust is as follows:

   111 Lyon Street NW RMNR5B
   Grand Rapids, Michigan 49503-2046
   616.653.5534

3. The Trust is not registered with any Probate Court.

4. As a beneficiary of the Trust, you have a right to request a copy of the Trust's terms that describe or affect your interests. A copy of the flowchart for the Trust is attached.

Dated: ~~August~~ Sept. 19, 2012

Megan G. Vogrig, co-Trustee

Dated: ~~August~~ Sept 20, 2012

Sarah A. Gillett, co-Trustee

8521266-1

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions GILLETT FAMILY FOUNDATION C/O RICHARD M. GILLETT, JR.	Employer identification number (EIN) or 26-1606747
	Number, street, and room or suite no If a P O box, see instructions 3100 BOYNTON AVENUE, N.E.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ADA, MI 49301	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ RICHARD M. GILLETT, JR.

Telephone No ▶ 616 774-7000 FAX No ▶ 616 776-3680

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

4 I request an additional 3-month extension of time until 11/15 , 20 13

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

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

7 State in detail why you need the extension INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE FROM THIRD PARTIES.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions GILLETT FAMILY FOUNDATION C/O RICHARD M. GILLETT, JR.	Employer identification number (EIN) or 26-1606747
	Number, street, and room or suite no If a P O box, see instructions 3100 BOYNTON AVENUE, N.E.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ADA, MI 49301	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RICHARD M. GILLETT, JR.

Telephone No ▶ 800 400-0439 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, 20___, and ending ______, 20___

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 624.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 20.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 604.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)