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: Helen L. Kay Charitable Trust - C/O Comerica Bank A/C 1045000219

A Employer identification number: 38-3047073

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 75000 MC 3302

Room/suite:

B Telephone number (see instructions): 734-920-2413

City or town, state, and ZIP code: Detroit, MI 48275

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 7,382,625

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

SCANNED APR 1 1 2013

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
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	148,147	148,147		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	166,048			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		166,048		
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)	52	52		
12	**Total.** Add lines 1 through 11	314,247	314,247		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	6,000	1,200		4,800
c	Other professional fees (attach schedule)	59,207	53,286		5,921
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	20	20		
24	**Total operating and administrative expenses.** Add lines 13 through 23	65,227	54,506		10,721
25	Contributions, gifts, grants paid	380,000			380,000
26	**Total expenses and disbursements.** Add lines 24 and 25	445,227	54,506		390,721
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-130,980			
b	**Net investment income** (if negative, enter -0-)		259,741		
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)

			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	Savings and temporary cash investments	978,280	685,850	685,850
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,282,991	3,442,710	4,828,438
	c	Investments—corporate bonds (attach schedule)	1,809,020	1,810,753	1,868,337
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,070,291	5,939,313	7,382,625
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)			
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	6,070,291	5,939,313	
	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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	6,070,291	5,939,313	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,070,291	5,939,313	

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	6,070,291
2	Enter amount from Part I, line 27a	2	-130,980
3	Other increases not included in line 2 (itemize) ▶ Rounding differences	3	2
4	Add lines 1, 2, and 3	4	5,939,913
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	5,939,313

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 Statement Attached			
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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	166,048
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	

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	400,722	7,397,974	.0541665
2010	409,865	7,080,083	.0578899
2009	501,043	6,700,067	.0747817
2008	530,331	8,234,695	.0644020
2007	524,219	9,430,667	.0555866

2	**Total** of line 1, column (d)	2	.3068267
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	.0613653
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,296,189
5	Multiply line 4 by line 3	5	447,733
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,597
7	Add lines 5 and 6	7	450,330
8	Enter qualifying distributions from Part XII, line 4	8	390,721

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	5,195
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	5,195
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	5,195
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 336		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	336
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,859
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
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		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

Website address ▶ No Website Available

14 The books are in care of ▶ Comerica Bank W M Charitable Dept Telephone no. ▶ 734-930-2413

Located at ▶ 101 N. Main Street MC 9413. Ann Arbor, MI ZIP+4 ▶ 48104

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		✓
	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		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	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. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		✓
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		✓

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

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

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

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

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

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

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

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

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

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No ✓

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Comerica Bank P.O. Box 750 MC 302, Detroit, MI 48275-3302	Trustee, 5hrs/week	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
Comerica Bank P.O. Box 75000 MC 3302, Detroit, MI 48275-3302	Investment Management And Administration	59,207
Total number of others receiving over $50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions 3 N/A	
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	7,407,298
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,407,298
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	7,407,298
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	111,109
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,296,189
6	**Minimum investment return.** Enter 5% of line 5	6	364,809

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	364,809
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,195		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,195
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	359,614
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	359,614
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	359,614

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	390,721
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	390,721
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	390,721

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				359,614
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009 58,977				
d	From 2010				
e	From 2011 33,711				
f	**Total** of lines 3a through e	92,688			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 390,721				
a	Applied to 2011, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2012 distributable amount				359,614
e	Remaining amount distributed out of corpus	31,107			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	123,795			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	123,795			
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009 58,977				
c	Excess from 2010				
d	Excess from 2011 33,711				
e	Excess from 2012 31,107				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(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).)

None

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

None

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

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

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

Christopher Kelly, Comerica Charitable Services Group, 101 N. Main Street, Suite 100, Ann arbor, MI 48104, Phone 734-920-2413

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

No forms are needed. A letter explaining the need and use of funds is required.

c Any submission deadlines:

No deadlines are imposed.

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

No restrictions are placed on awarding grants.

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*				
See Statement Attached				**380,000**
Total . . . . ▶ **3a**				**380,000**
b *Approved for future payment*				
None				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	148,147	
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	166,048	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Class Action Settlement			18	52	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				314,247	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 314,247

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

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

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.

COMERICA BANK [signature] 3/25/2013 Senior Vice President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
Lawrence R. Doyle	Lawrence R. Doyle	3-21-13		P01029608
Firm's name ▶ Lawrence R. Doyle			Firm's EIN ▶	38-2467287
Firm's address ▶ 420 Lakes Edge Dr., Oxford, MI 48371			Phone no	248-628-5354

Helen L. Kay Charitable Trust
Form 990-PF - 2012
For the year ended 12/31/12

Part I, Line 11, Other Income:	
Class Action Suit Settlement Payments Received	$ 52
Part I, Line 16b, Accounting Fees:	
Bookkeeping	$ 3,600
Tax Services	2,400
Total	$ 6,000
Part I, Line 16c, Other Professional Fees:	
Investment Advisory and Administrative Fees	$ 59,207
Part 1, Line 23, Other Expenses:	$ 20

Helen L. Kay Charitable Trust
Form 990-PF, Part II, Line 10b, Investments-Corporate Stock
For the year ended 12/31/12

	Book Value	Market Value
AmerisourceBergman Corp	$ 38,869.50	$ 43,180.00
Apple, Inc.	112,178.50	186,260.52
Autozone, Inc.	49,976.16	116,961.90
BB&T Corp.	50,023.80	58,220.00
Caterpillar, Inc.	35,539.13	49,284.68
Celgene Corp.	76,798.07	105,934.50
Cliffs Nat Res., Inc.	48,032.91	30,856.00
Coach, Inc.	29,834.90	27,755.00
Coca Cola Co.	69,949.97	81,200.00
ConocoPhillips	43,306.56	74,807.10
DWS Dreman Small Cap Value Fund	400,000.00	427,064.28
Denbury Resources Inc.	42,773.75	40,500.00
Devon Energy Corp.	38,439.36	31,224.00
Directv	68,525.77	90,288.00
ENC Corp.	75,310.00	106,260.00
Fiserv Inc.	33,698.12	43,466.50
Grainger W. W. , Inc.	66,566.56	137,611.60
Hartford Midcap Fund Class Y	96,000.00	117,817.45
Intel, Corp.	69,693.00	61,860.00
IBM Corp.	63,438.41	116,845.50
Intuit, Inc.	51,719.00	118,950.80
Ishares MSCI EAFE Index Fund	96,179.80	113,720.00
Ishares S&P Midcap 400 Index Fund	58,169.40	61,020.00
ITC Holdings Corp.	36,173.55	38,455.00
J P Morgan Chase & Co.	58,622.76	79,144.38
Johnson & Johnson	19,575.61	98,140.00
Laboratory Corp of America Holdings	29,384.00	95,282.00
Lazard Emerging Markets Portfolio	66,983.59	119,312.61
MFS International New Discovery	100,000.00	111,858.24
Macy's, Inc.	39,335.56	42,922.00
Microsoft, Corp.	71,875.00	66,774.25
Mylan Labs, Inc.	48,025.10	87,840.00
Newmont Mining Corp.	75,197.92	60,372.00
Nike, Inc. Class B	42,277.50	77,400.00
Norfolk Southern Corp.	88,799.75	77,300.00
Occidental Petoleum Corp.	85,552.55	74,311.70
Oracle Corp.	47,459.02	81,634.00
Oppenheimer Developing Markets Fund Y	100,000.00	107,257.08
Pepsico, Inc.	8,409.01	102,645.00
Philip Morris International, Inc.	71,130.00	125,460.00
Phillips 66	13,655.30	34,249.50
Rainier Small Cap Equity Fund Inst.	74,990.57	134,999.48

Helen L. Kay Charitable Trust
Form 990-PF, Part II, Line 10b, Investments-Corporate Stock (Cont.)
For the year ended 12/31/12

	Book Value	Market Value
Roper Industries, Inc.	$ 71,073.01	$ 100,332.00
Schlumberger, Ltd.	60,245.77	85,930.26
Stericycle, Inc.	50,466.83	83,952.00
Stryker Corp.	45,674.75	93,194.00
Target, Corp.	31,421.16	35,502.00
Travelers Cos, Inc.	59,814.38	104,139.00
US Bancorp	51,738.00	105,402.00
Universal Health Services, INC. Class B	58,789.41	72,525.00
Vanguard Emerging Markets Stock ETF	95,110.00	111,325.00
Verizon Communications	36,159.80	43,270.00
Visa, Inc. Class A	89,747.30	136,422.00
	$ 3,442,709.87	$ 4,828,438.33

Helen L. Kay Charitable Trust
Form 990-PF, Part II, Line 10c, Investments-Corporate Bonds
For the year ended 12/31/12

	Book Value	Market Value
Coca Cola Co Notes 1.8% due 9/1/16	$ 102,957.00	$ 103,285.00
Federated Adjustable Rate Securities	200,305.50	201,943.68
IBM Corp. 1.25% due 2/6/17	99,755.00	101,056.00
J P Morgan Chase & Co 5.75% due 1/2/13	101,429.00	100,000.00
Lowes Cos Inc. 5% due 10/15/15	200,368.00	223,420.00
Merrill Lynch & Co 5.45% 7/15/14	99,088.00	105,963.00
Novartis Cap Corp 2.9% due 4/24/15	104,657.00	105,126.00
Pimco Total Return Fund Inst	200,000.00	210,003.25
Principal Life Income Funding 5.3% due 4/24/13	100,148.00	101,431.00
Procter & Gamble Co Notes 3.5% due 2/15/15	104,173.00	106,175.00
Ridgeworth Total Return Bond Fund Class I	100,000.00	102,450.52
Vanguard GNMA Fund	150,000.00	152,387.33
Vanguard S/T Corporate Fund	150,000.00	151,214.96
Wal-Mart Stores Inc. 3.2% due 5/15/14	97,872.00	103,881.00
	$ 1,810,752.50	$ 1,868,336.74

Helen L. Kay Charitable Trust
Form990-PF Part IV, Capital Gains and Losses for Tax on Investment Income
For the year ended 12/31/12

Name of Security	# of shares or Par Value	Date Sold or Paid	Net Proceeds	Tax Cost	Gain or (Loss)
Life Technologies Corp.	750	1/18/2012	$ 34,835.63	$ 38,894.25	$ (4,058.62)
Alternative Investment Fund	12,188 76	1/19/2012	135,076.80	140,468 47	(5,391.67)
Rainer Smal/Mid Cap Equity Fund	4,082.75	2/8/2012	150,000.00	120,009 43	29,990.57
Borg Warner	1,650	2/10/2012	128,203.69	72,644 36	55,559.33
Lauder, Estee Cos. Inc.	1,100	2/10/2012	62,864.89	34,732.06	28,132.83
AGL Resources	2,030	2/10/2012	83,677.63	48,648.34	35,029.29
Vanguard GNMA Short Term Gain	13,967.68	4/2/2012	293.32		293.32
Vanguard GNMA Long Term Gain	13,967.68	4/2/2002	97.77		97 77
Wells Fargo Corp	$ 200,000.00	9/4/2012	200,000.00	200,980.00	(980.00)
Hartford Midcap Fund	5,387.17	11/23/2012	6,976.44		6,976 44
Pimco Total Return Fund Short-Term Gains	18,638.56	12/17/2012	2,892.98		2,892.98
Pimco Total Return Fund Long-Term Gains	18,638.56	12/17/2012	2,123 44		2,123 44
Federal Adjustable Rate Securities Long-Term Gains	20,481.10	12/19/2012	75.90		75.90
Ridgeworth Total Return Bond Fund Short-Term Gains	9,427.07	12/21/2012	1,191.05		1,191.05
Ridgeworth Total Return Bond Fund Long-Term Gains	9,427 07	12/21/2012	717.53		717.53
Drewman Small Cap Value Fund Short-Term Gains	11,611 32	12/24/2012	1,250 54		1,250 54
Drewman Small Cap Value Fund Long-Term Gains	11,611.32	12/24/2012	6,453.57		6,453 57
Vanguard Corp Fund Short-Term Gains	13,962 60	12/31/2012	195 48		195.48
Vanguard Corp Fund Long-Term Gains	13,962.60	12/31/2012	446.80		446.80
Vanguard GNMA Fund Short-Term Gains	13,967 68	12/31/2012	726.32		726.32
Vanguard GNMA Fund Long-Term Gains	13,967.68	12/31/2012	572.67		572.67
Lazard Emerging Markets Portfolio Long-Term Gains	6,106.07	12/27/2012	3,901 90		3,901.90
			$ 822,574 35	$ 656,376.91	$ 166,197.44

Helen L Kay Charitable Trust
Form 90-PF - 2012, Part XV, Line 3, Grants and Contributions Paid during the Year
For the year ended 12/31/12

Recipient's Name	Address	Relationship to Fdn Manager or Substantial Contributor	Foundation status of Recipient	Purpose of Grant	Amount Paid
Special Olympics Michigan	Bloomfield Hills, MI	None	Public	Support 2012 District Basketball Finals	$ 1,500 00
Vista Maria	Dearborn Heights, MI	None	Public	Village of Hope Capital Campaign	15,000.00
Goodwill Industries	Detroit, MI	None	Public	General Charitable Purposes	5,000 00
Cancer Research Institute	New York, NY	None	Public	Research and develop immune based therapies for cancer	10,000 00
First Presbyterian Church of East Brady, PA	East Brady, PA	None	Public	General Charitable Purposes	35,000 00
Shriners Hospital	Tampa, FL	None	Public	Lenghening for Congenital Leg Length Discrepancy Study	25,000 00
Starr Commonwealth	Albion, MI	None	Public	Repair and Restoration of Indoor Pool	30,000.00
Henry Ford Health System	Detroit, MI	None	Public	Gene Therapy Research on Developing New Cancer Strategies	10,000 00
826 Michigan in School Residences Program	Ann Arbor, MI	None	Public	School Residence Program	1,000 00
Camp Mich-Mac	Plymouth, MI	None	Public	Camp Operation Costs	1,500.00
Dental Lifeline Network	Vandergrift, PA	None	Public	Dental Services Program	2,500 00
National Bone Marrow Transplant	Southfield, MI	None	Public	Outreach Program to the Bone Marrow Transplant Detroit Community	2,500 00
Oakwood Health Foundation	Dearborn, MI	None	Public	Senior Cancer Transportation Program	5,000 00
Ortonville Community Emergency Food Pantry	Ortonville, MI	None	Public	Food Pantry	1,000 00
Power Company Kids Club	Pontiac, MI	None	Public	Summer Day Camp Program	2,500 00
Scleroderma Foundation	Southfield, MI	None	Public	How to Dance in the Rain Conference	2,000 00
Wellspring Academy	Detroit, MI	None	Public	Academic and Recreation Program	2,500.00
Vision Hope	St Clair Shores, MI	None	Public	Champions for Life Program	3,000 00
Detroit Central City Community Mental Health	Detroit, MI	None	Public	Detroit Central City Literacy Program	6,000 00
Detroit Cristo Ray High School	Detroit, MI	None	Public	Corporate Work Study Program	5,000 00
Mercy Education Project	Detroit, MI	None	Public	Women's and Girl's Educational Services Program	2,500 00
The Neutral Zone	Ann Arbor, MI	None	Public	Scholarships	2,000 00
Shelter Association of Washtenaw County	Ann Arbor, MI	None	Public	Help Homeless to find Sustainable Income	5,000 00
Southeast Michigan Young Life	Ida, MI	None	Public	Expansion of Ministry	5,000 00
Pregnancy Resource Center	Pittsburgh, PA	None	Public	In the Know Program	10,000 00
American Cancer Society	Southfield, MI	None	Public	Michigan Cancer Research Fund Project	10,000 00
California Pacific Medical Center Foundation	San Francisco, CA	None	Public	Center for Melanoma Research & Treatment	15,000 00
Barbara Ann Karmanos Cancer Institute	Detroit, MI	None	Public	Treatment of Advanced Colorectal and Pancreatic Cancer	10,000.00
Mary Crowley Cancer Research Center	Dallas, TX	None	Public	Pediatric Personalized Vaccine Clinical Trial Center	10,000 00
Forgotten Harvest	Oak Park, MI	None	Public	Costs for Program	7,500.00

Helen L Kay Charitable Trust
Form 90-PF - 2012, Part XV, Line 3, Grants and Contributions Paid during the Year (Cont)
For the year ended 12/31/12

Recipient's Name	Address	Relationship to Fdn Manager or Substantial Contributor	Foundation status of Recipient	Purpose of Grant	Amount Paid
Operation Graduation, Jalan Rose	Detroit, MI	None	Public	Mac Desktops for Three Classrooms	10,000 00
North Oakland Animal Help	Ortonville, MI	None	Public	Animal Help Program	1,000 00
Playworks	Detroit, MI	None	Public	Third Year Operating Expense	2,500.00
Jewish Community Center	Oak Park, MI	None	Public	Multigenerational Park Program	2,500 00
Travelers Aid Metropolitan Detroit	Detroit, MI	None	Public	Travelers Aid Family Advocacy Program	2,000 00
Regents University of Michigan	Ann Arbor, MI	None	Public	Merkel Cell Carcinoma Research Program	10,000 00
Central Detroit Christian	Detroit, MI	None	Public	Roof Renovation	12,500 00
Ann Arbor Hands on Museum	Ann Arbor, MI	None	Public	Discover Science Assistance Fund	2,500 00
Big Brother Big Sister	Ann Arbor, MI	None	Public	Youth Programming initiatives	2,500 00
Camp Casey Corporation	Royal Oak, MI	None	Public	Horsey House Calls and Cowboy Camp Outs	3,000 00
Children's Leukemia Foundation	Troy, MI	None	Public	Patient Services Program	2,000.00
Dawn Farm	Ypsilanti, MI	None	Public	For Indigent Persons to Receive Residential Treatment	2,500 00
Michigan State University Hillel	East Lansing, MI	None	Public	Destination Detroit-Building Bridges	5,000 00
Detroit Public Library	Detroit, MI	None	Public	Summer reading Program	5,000 00
Habitat for Humanity, Monroe	Monroe, MI	None	Public	Costs for Building a Home	2,000 00
Leader Dogs for the Blind	Rochester Hills, MI	None	Public	Click and Go Campus Mapping Program	5,000.00
McLaren Macomb Healthcare	Mt Clemens, MI	None	Public	The Emergency Needs Fund	2,000 00
St Joseph Mercy Oakland	Pontiac, MI	None	Public	The Cancer Resource Support Center	2,500 00
Youthville Detroit	Detroit, MI	None	Public	General Charitable Purposes	2,500 00
Cornerstone Schools	Detroit, MI	None	Public	Scholarships	10,000 00
Crossroads of Michigan	Detroit, MI	None	Public	General Charitable Purposes	10,000 00
Gleaners Community Food Bank	Detroit, MI	None	Public	Program to Eliminate Childhood Hunger	12,500 00
Goodwill Industries	Detroit, MI	None	Public	General Charitable Purposes	5,000 00
Think Detroit Pal	Detroit, MI	None	Public	Soccer for Success Program	10,000 00
Washtenaw Area Council	Ypsilanti, MI	None	Public	Cybersafety Program	7,500.00
The Salvation Army	Southfield, MI	None	Public	General Charitable Purposes	5,000.00
					$ 380,000 00