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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

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

Name of foundation THE STEPHEN L HICKMAN FAMILY FOUNDATION		A Employer identification number 38-3349206			
Number and street (or P.O. box number if mail is not delivered to street address) 2711 E MAUMEE STREET		B Telephone number (see instructions) (517) 263-5055			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	22,942	22,942		
	4 Dividends and interest from securities.	56,582	56,582		
	5a Gross rents	181	181		
	b Net rental income or (loss) <u>181</u>				
	6a Net gain or (loss) from sale of assets not on line 10	80,579			
	b Gross sales price for all assets on line 6a <u>468,029</u>				
	7 Capital gain net income (from Part IV, line 2)		80,579		
	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)	5 5,123	5,123			
12 Total. Add lines 1 through 11	165,407	165,407			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5 734	734		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5 25,545	25,545		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	26,279	26,279		0
25 Contributions, gifts, grants paid	426,004			426,004	
26 Total expenses and disbursements. Add lines 24 and 25	452,283	26,279		426,004	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-286,876				
b Net investment income (if negative, enter -0-)		139,128			
c Adjusted net income (if negative, enter -0-)					

Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	698,904	594,414	594,414
2	Savings and temporary cash investments			
3	Accounts receivable ► <u>10,934</u> Less allowance for doubtful accounts ► <u> </u>	1,601	10,934	10,934
4	Pledges receivable ► <u> </u> Less allowance for doubtful accounts ► <u> </u>			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ► <u> </u> Less allowance for doubtful accounts ► <u> </u>			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	194,448 <input checked="" type="checkbox"/>	144,272	152,938
b	Investments—corporate stock (attach schedule)	1,470,896 <input checked="" type="checkbox"/>	1,469,882	1,721,008
c	Investments—corporate bonds (attach schedule)	438,832 <input checked="" type="checkbox"/>	315,971	343,216
11	Investments—land, buildings, and equipment basis ► <u> </u> Less accumulated depreciation (attach schedule) ► <u> </u>			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	410,297 <input checked="" type="checkbox"/>	480,780	556,669
14	Land, buildings, and equipment basis ► <u> </u> Less accumulated depreciation (attach schedule) ► <u> </u>			
15	Other assets (describe ► <u> </u>)	<input checked="" type="checkbox"/>	0 <input checked="" type="checkbox"/>	0 <input checked="" type="checkbox"/>
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,214,978	3,016,253	3,379,179
17	Accounts payable and accrued expenses	16,000	33,124	
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 ► <u> </u>)	<input checked="" type="checkbox"/>	0 <input checked="" type="checkbox"/>	2,070
23	Total liabilities (add lines 17 through 22)	16,000	35,194	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	3,198,978	2,981,059	
30	Total net assets or fund balances (see page 17 of the instructions)	3,198,978	2,981,059	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,214,978	3,016,253	

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	3,198,978
2	Enter amount from Part I, line 27a	2	-286,876
3	Other increases not included in line 2 (itemize) ► <u> </u>	3	69,069
4	Add lines 1, 2, and 3	4	2,981,171
5	Decreases not included in line 2 (itemize) ► <u> </u>	5	112
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,981,059

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.)
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1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table			
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	80,579
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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	424,753	3,633,238	0.116908
2010	581,983	3,870,098	0.150379
2009	143,502	3,631,913	0.039511
2008	222,512	4,016,053	0.055406
2007	203,024	2,233,135	0.090914

2 Total of line 1, column (d).	2	0.453118
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	0.090624
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,293,705
5 Multiply line 4 by line 3.	5	298,489
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,391
7 Add lines 5 and 6.	7	299,880
8 Enter qualifying distributions from Part XII, line 4.	8	426,004

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,391
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	0
3	Add lines 1 and 2.	3	1,391
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	1,391
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,460
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	4,460
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,069
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 3,069 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input checked="" type="checkbox"/> \$ _____ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input checked="" type="checkbox"/> 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? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►NA

14	The books are in care of ►SALLY D HICKMAN	Telephone no ►(517) 263-5055
	Located at ►2711 E MAUMEE STREET ADRIAN MI	ZIP +4 ►49221

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	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?		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is 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)		
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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		No
4b			No

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

5a	During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TRACY L HICKMAN 1046 W KINZIE STREET SUITE 102 CHICAGO, IL 60642	PRESIDENT 0 00	0	0	0
STEPHANIE L HICKMAN-BOYSE 219 N SCOTT STREET ADRIAN, MI 49221	SECRETARY 0 00	0	0	0
SALLY D HICKMAN 2791 LENAWEE HILLS ADRIAN, MI 49221	VICE PRES/TREASURER 0 00	0	0	0
STEPHEN L HICKMAN 2791 LENAWEE HILLS ADRIAN, MI 49221	TRUSTEE 0 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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		

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	2,704,443
b	Average of monthly cash balances.	1b	639,420
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,343,863
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,343,863
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	50,158
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,293,705
6	Minimum investment return. Enter 5% of line 5.	6	164,685

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	164,685
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,391
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,391
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	163,294
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	163,294
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	163,294

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	426,004
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	426,004
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	1,391
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	6	424,613
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				163,294
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	80,385			
b From 2008.	26,445			
c From 2009.				
d From 2010.	389,514			
e From 2011.	244,587			
f Total of lines 3a through e.	740,931			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 426,004			0	
a Applied to 2011, but not more than line 2a				
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.				163,294
e Remaining amount distributed out of corpus	262,710			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:	1,003,641			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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)	80,385			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	923,256			
10 Analysis of line 9				
a Excess from 2008.	26,445			
b Excess from 2009.				
c Excess from 2010.	389,514			
d Excess from 2011.	244,587			
e Excess from 2012.	262,710			

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

See Additional Data Table

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

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

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

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

SALLY D HICKMAN
2711 E MAUMEE STREET
ADRIAN, MI 49221
(571) 263-5055

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

ALL APPLICATIONS MUST BE IN WRITING AND INCLUDE A DETAILED DESCRIPTION AS TO THE PURPOSE OF THE REQUEST

c Any submission deadlines

ALL APPLICATIONS MUST BE RECEIVED AT THE FOUNDATION'S BUSINESS OFFICE NO LATER THAN OCTOBER 1 OF EACH

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

ALL APPLICANTS MUST BE 501(C)(3) ORGANIZATIONS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	426,004
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
FROM K-1 WP CAREY K-1 LT	P	2011-01-01	2012-12-31
FROM K-1 ENERGY TRANSFER PARTNERS SEC 1231 GAIN	P	2011-01-01	2012-12-31
FROM K-1 ENTERPRISE PRODUCT PARTNERS LT	P	2011-01-01	2012-12-31
FROM K-1 ENTERPRISE PRODUCT PARTNERS SEC 1231	P	2012-01-01	2012-12-31
FROM K-1 KINDER MORGAN ENERGY SEC 1231	P	2012-01-01	2012-12-31
FROM K-1 PENN VIRGINIA SEC 1231	P	2012-01-01	2012-12-31
SMITH BARNEY #8044- SHORT TERM	P	2011-11-15	2012-09-13
SMITH BARNEY #8044- LONG TERM	P	2011-01-01	2012-12-31
SCHEDULE K1 - REAL ESTATE CAPITAL FUND 2008	P	2012-01-01	2012-12-31
SCHEDULE K1 - PRIVATE EQUITY CAPITAL FUND 2008	P	2011-01-01	2012-12-31
SCHEDULE K1 - REAL ESTATE CAPITAL FUND 2008	P	2011-01-01	2012-12-31
SCHEDULE K1 - REAL ESTATE CAPITAL FUND 2008	P	2011-01-01	2012-12-31
SCHEDULE K1 - PRIVATE EQUITY CAPITAL FUND 2008	P	2011-01-01	2012-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			14
			-6
			1,025
			-29
			33
			976
5,174		4,876	298
462,682		403,117	59,565
			157
			6,908
			5,240
			6,231
			-6
173			173

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			14
			-6
			1,025
			-29
			33
			976
			298
			59,565
			157
			6,908
			5,240
			6,231
			-6
			173

Form 990PF Part XV Line 1a - 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).

SALLY D HICKMAN

STEPHEN L HICKMAN

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADRIAN COLLEGE-SCHIERSON SCHOLARSHIP 110 S MADISON ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	1,000
ADRIAN SCHOOLS EDUCATION FOUNDATION 785 RIVERSIDE AVE SUITE 2 ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	5,000
ADRIAN SYMPHONY 110 SOUTH MADISON STREET ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	1,000
BIXBY COMMUNITY HEALTH FOUNDATION-GRAZE TO RAISE 818 RIVERSIDE AVE ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	10,000
BLUFFTON BOYS & GIRLS CLUB 100 H E MCCRACKEN CIRCLE BLUFFTON, SC 29910	NONE	501(C)(3)	OPERATING	6,000
FRIENDS OF HABITAT FOR HUMANITY 270 PEACHTREE STREET NW AMERICUS, GA 31709	NONE	501(C)(3)	OPERATING	1,000
FROM K-1 ENTERPRISE PRODUCT PARTNERS PO BOX 4018 HOUSTON, TX 77210	NONE	501(C)(3)	OPERATING	4
HOSPICE OF LENAWEE 415 MILL ROAD SUITE 4 ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	50,000
LENAWEE COMMUNITY FOUNDATION- BOYS & GIRLS CLUB PO BOX 423 TECUMSEH, MI 49286	NONE	501(C)(3)	OPERATING	50,000
LENAWEE COMMUNITY FOUNDATION- MONTESSORI CHILDRENS HOUSE PO BOX 423 TECUMSEH, MI 49286	NONE	501(C)(3)	OPERATING	20,000
LENAWEE UNITED WAY 1354 NORTH MAIN ST ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	11,000
LINCOLN PARK ZOO 2001 NORTH CLARK STREET CHICAGO, IL 60614	NONE	501(C)(3)	OPERATING	20,000
PALMETTO BLUFF CONSERVANCY 1 VILLAGE PARK SQUARE BLUFFTON, SC 29910	NONE	501(C)(3)	OPERATING	1,000
SIENA HEIGHTS UNIVERSITY 1247 E SIENA HEIGHTS DR ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	250,000
Total				426,004
			► 3a	

TY 2012 Investments Corporate Bonds Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

EIN: 38-3349206

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABERDEEN ASIA-PACIFIC INCOME FUND	58,798	75,078
ABERDEEN GLOBAL INCOME FUND	60,245	67,536
CAPITAL ONE NA VA CD	95,000	102,363
GE CAPITAL FINANCIAL INCOME CD	48,281	46,417
GE MONEY BANK CD	53,647	51,822
PROGRESSIVE CORP NOTES	0	0
SOUTHWEST BANK OF ST. LOUIS CD	0	0

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION
EIN: 38-3349206

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	0	0
ABBOTT LABS	20,592	27,838
ALTRIA GROUP	0	0
APTARGROUP INC	0	0
AT&T	15,472	23,597
AUTOMATIC DATA PROCESSING	32,515	39,851
AVON PRODUCTS INC	32,930	22,976
BERKSHIRE HATHAWAY INC.	28,742	31,395
CISCO SYSTEMS	3,089	3,930
CLOROX COMPANY	38,196	43,932
CONOCOPHILLIPS	28,758	28,995
DOVER CORP	28,724	39,426
DUKE ENERGY CORP	35,517	41,470
EATON VANCE TAX-MGD GLOBAL	54,363	47,036
EXXON MOBIL	59,132	60,585
FIRST DEFIANCE FINANCIAL CORP	135,608	40,011
FIRST POTAMAC REALTY TRUST	24,413	19,776
GILEAD SCIENCES	32,727	58,760
GOOGLE INC, CL A	13,930	28,295
GOLD CORP	33,121	33,948
HEWLETT-PACKARD	18,570	9,975
IBM	22,563	47,888
INTEL CORP	41,253	36,085
ISHARES SILVER TRUST	43,661	75,628
JOHNSON & JOHNSON	45,597	49,070
KENNEDY WILSON HOLDINGS	33,675	37,746
MARKET VECTORS GOLD MINERS	18,635	19,716
MARKET VECTORS JUNIOR GOLD MINERS	0	0
MCDONALD'S	39,310	61,747
MERCK & CO INC	42,021	49,128

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP	40,471	33,388
NEOGEN	17,216	36,256
NEWMONT MINING	24,773	30,186
NOVARTIS AG-ADR	40,430	47,475
PEPSICO	11,090	10,264
PHILLIP MORRIS INT'L	42,582	46,002
PHILLIPS 66	10,167	13,275
PROCTER & GAMBLE	41,776	44,128
SCHLUMBERGER	18,905	19,057
SPDR GOLD TRUST (STREETRACKS)	49,396	129,616
TEVA PHARMACEUTICAL-SP ADR	0	0
TJX COMPANIES INC	27,204	76,410
UNILEVER N V NEW YORK SHS	33,359	38,300
VANGUARD SHORT TERM CORPORATE BON	89,830	89,830
VERIZON COMMUNICATIONS	34,254	45,433
WAL-MART STOCK	18,654	27,292
WALGREEN	15,651	14,804
WASTE MANAGEMENT	31,010	40,488

TY 2012 Investments Government Obligations Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

EIN: 38-3349206

US Government Securities - End of

Year Book Value: 144,272

US Government Securities - End of

Year Fair Market Value: 152,938

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2012 Investments - Other Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHESAPEAKE GRANITE WASH TRUST	FMV	34,987	33,080
ENERGY TRANSFER PARTNERS LP	FMV	13,260	42,930
ENTERPRISE PRODUCTS PARTNERS L.P.	FMV	10,954	60,096
KINDER MORGAN ENERGY PARTNERS LP	FMV	0	23,937
PENN VIRGINIA RESOURCE PARTNERS, LP	FMV	33,892	44,166
PRIVATE EQUITY CAPITAL PARTNERS 2008	FMV	115,224	99,882
REAL ESTATE CAPITAL FUND 2008	FMV	241,151	201,732
WP CAREY & CO	FMV	31,312	50,846

TY 2012 Other Assets Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATION COSTS	0	0	0

TY 2012 Other Decreases Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Description	Amount
FROM K-1S - NONDEDUCTIBLE EXPENSES	112

TY 2012 Other Expenses Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

EIN: 38-3349206

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION	8,000	8,000		0
DEDUCTIONS- ROYALTY INCOME K-1 CHESAPEAKE GRANITE WASH	86	86		0
FROM K-1 SECTION 59 EXPENDITURES	178	178		0
FROM K-1 ALLOWABLE DEPLETION CHESAPEAKE GRANITE	2,117	2,117		0
ADR FEES	3	3		0
FILING FEES (MICHIGAN)	20	20		0
FROM K-1 PECP 08 (ORDINARY LOSS - LN 1)	636	636		0
FROM K-1 RECF 08 (ORDINARY LOSS - LN 1)	1,362	1,362		0
FROM K-1 ENTERPRISE PRODUCTS (ORDINARY LOSS - LN 1)	1,080	1,080		0
FROM K-1 ENERGY TRANSFER (ORDINARY LOSS - LN 1)	2,593	2,593		0
FROM K-1 KINDER MORGAN (ORDINARY LOSS - LN 1)	680	680		0
FROM K-1 PENN VIRGINIA (ORDINARY LOSS - LN 1)	457	457		0
FROM K-1 PECP 08- PORTFOLIO DEDUCTIONS	1,459	1,459		0
FROM K-1 RECF 08- PORTFOILIO DEDUCTIONS	867	867		0
FROM K-1 WP CAREY- PORTFOLIO DEDUCTIONS	58	58		0
FROM K-1 CHESAPEAKE GRANITE WASH- PORTFOLIO DEDUCTIONS	30	30		0
FROM K-1 PENN VIRGINIA- DEPLETION	54	54		0
FROM K-1 RECF 08 (INVESTMENT INTEREST EXPENSE)	194	194		0
FROM K-1 PECP 08 (INVESTMENT INTEREST EXPENSE)	82	82		0
FROM K-1 KINDER MORGAN (INVESTMENT INTEREST EXPENSE)	22	22		0
FROM K-1 ENERGY TRANSFER (INVESTMENT INTEREST EXPENSE)	404	404		0
SMITH BARNEY MARGIN INTEREST	58	58		0
SMITH BARNEY BANK FEES	45	45		0
AMORTIZATION OF BOND PREMIUM	3,037	3,037		0
FROM K-1 RECF 2008-RENTAL INCOME	2,023	2,023		0

TY 2012 Other Income Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SCHEDULE K-1 RECF 08	262	262	262
SCHEDULE K1 - PENN VIRGINIA RESOURCE- ROYALTY INCOME	155	155	155
SCHEDULE K-1 PECP 08- OTHER PORTFOLIO INCOME	1	1	1
SCHEDULE K-1 - WP CAREY (ROYALTY - LINE 7)	27	27	27
LITIGATION CLAIM INCOME	404	404	404
SCHEDULE K-1 CHESAPEAKE GRANITE WASH- OTHER INCOME	242	242	242
SCHEDULE K-1 CHESAPEAKE GRANITE WASH- ROYALTY INCOME	3,388	3,388	3,388
SMITH BARNEY #8044 SUB PAYMENT IN LIEU OF DIVIDEND	644	644	644

TY 2012 Other Increases Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Description	Amount
NONTAXABLE DISTRIBUTIONS	5,932
BOOK/TAX DIFFERENCES	47,759
UNREALIZED GAIN / LOSS	14,816
TAX EXEMPT INCOME- RECF 2008	562

TY 2012 Other Liabilities Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

EIN: 38-3349206

Description	Beginning of Year - Book Value	End of Year - Book Value
INVESTMENT IN KINDER MORGAN	0	2,070

TY 2012 Taxes Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	734	734		0