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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.

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

TLC FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

48384 FORBES

A Employer identification number

38-3624956

B Telephone number  
(586) 948-3616

City or town, state, and ZIP code

CHESTERFIELD, MI 48047

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 changeD 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 foundationE 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) J Accounting method:  Cash  Accrual  
 Other (specify)   
► \$ 1,609,189. (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 SCANNED AUG 26 2013 Operating and Administrative Expenses	(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
4 Dividends and interest from securities		20,184.	20,184.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	360,032.	87,801.			
7 Capital gain net income (from Part IV, line 2)			87,801.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances	10	10			
b Less Cost of goods sold	AUG 19 2013	0			
c Gross profit or (loss)					
11 Other income		32,460.	0.		STATEMENT 2
12 Total. Add lines 1 through 11	OGDEN, UT	140,445.	107,985.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 3	2,045.	0.		0.
b Accounting fees	STMT 4	8,520.	0.		0.
c Other professional fees	STMT 5	29,400.	0.		0.
17 Interest					
18 Taxes	STMT 6	854.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	10,370.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		51,189.	0.		0.
25 Contributions, gifts, grants paid		107,600.			107,600.
26 Total expenses and disbursements. Add lines 24 and 25		158,789.	0.		107,600.
27 Subtract line 26 from line 12:		-18,344.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			107,985.		
c Adjusted net income (if negative, enter -0-)				N/A	

8

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		444.	39,372.	39,372.
	2 Savings and temporary cash investments				
	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		4,487.	4,487.	4,487.
	7 Other notes and loans receivable ►				
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds	STMT 8	78,712.	58,496.	66,826.
	11 Investments - land, buildings, and equipment basis ►	48,000.	48,000.	48,000.	48,000.
	Less accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	1,206,433.	1,410,174.	1,450,504.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation				
	15 Other assets (describe ► JOHN HANCOCK - 529 )		240,797.	0.	0.
	16 Total assets (to be completed by all filers)		1,578,873.	1,560,529.	1,609,189.
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				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		1,578,873.	1,560,529.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	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		1,578,873.	1,560,529.	
	31 Total liabilities and net assets/fund balances		1,578,873.	1,560,529.	

## 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	1,578,873.
2 Enter amount from Part I, line 27a	2	-18,344.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	1,560,529.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,560,529.

**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					
b	<b>SEE ATTACHED STATEMENT</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	360,032.		272,231.	87,801.	
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				87,801.	
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	87,801.
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). If (loss), enter -0- in Part I, line 8				3	N/A

**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	92,377.	1,341,067.	.068883
2010	93,702.	1,102,265.	.085009
2009	12,600.	1,531,036.	.008230
2008	80,079.	1,303,693.	.061425
2007	169,604.	2,034,649.	.083358
2 Total of line 1, column (d)			2 .306905
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 .061381
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,305,925.
5 Multiply line 4 by line 3			5 80,159.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,080.
7 Add lines 5 and 6			7 81,239.
8 Enter qualifying distributions from Part XII, line 4			8 107,600.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	1,080.
	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	
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-)	
3	Add lines 1 and 2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	1,080.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	0.
6	Credits/Payments:	
6a	2012 estimated tax payments and 2011 overpayment credited to 2012	138.
6b	Exempt foreign organizations - tax withheld at source	
6c	Tax paid with application for extension of time to file (Form 8868)	
6d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	138.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	7.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	949.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	Refunded

**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?	<input checked="" type="checkbox"/>	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <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>	<input checked="" type="checkbox"/>	X
1c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/>	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input checked="" type="checkbox"/>	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?	<input checked="" type="checkbox"/>	X
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>	<input checked="" type="checkbox"/>	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	<b>MI</b>		
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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input checked="" type="checkbox"/>	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <b>N/A</b>			
14	The books are in care of ► <b>ANTHONY CALLIEA</b>	Telephone no. ► (586) 948-3616	
Located at ► <b>48384 FORBES, CHESTERFIELD, MI</b>		ZIP+4 ► <b>48047</b>	
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	<input type="checkbox"/> <b>N/A</b>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>

## 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.		<b>Yes</b>	<b>No</b>
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	► <input type="checkbox"/>
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?	<b>1c</b>	<input checked="" type="checkbox"/> 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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	<b>N/A</b>	► <input type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	<b>2b</b>	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	<b>N/A</b>	► <input type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>3b</b>	
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?	<b>4a</b>	<input checked="" type="checkbox"/> X
		<b>4b</b>	

## 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)?  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)?

N/A

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?

N/A

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

6b

X

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?

Yes  No

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

N/A

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.

(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
ANTHONY CALLIEA 48384 FORBES CHESTERFIELD, MI 48047	PRESIDENT / TREASURER 0.00	0.	0.	0.
COLETTE CALLIEA 48384 FORBES CHESTERFIELD, MI 48047	VICE-PRESIDENT / SECRETARY 0.00	0.	0.	0.

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

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

**Total number of others receiving over \$50,000 for professional services**

▶

0

**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	<b>N/A</b>	
2		
3		
4		

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	<b>N/A</b>	
2		
3		

All other program-related investments. See instructions.

3		
<b>Total. Add lines 1 through 3</b>	▶	0.

Form 990-PF (2012)

**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	1,307,491.
b Average of monthly cash balances	1b	18,321.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,325,812.
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	1,325,812.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,887.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,305,925.
6 Minimum investment return. Enter 5% of line 5	6	65,296.

**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	65,296.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,080.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,080.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	64,216.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	64,216.
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	64,216.

**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	107,600.
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:		
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	107,600.
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	5	1,080.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	106,520.

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				64,216.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	170,815.			
b From 2008	16,621.			
c From 2009				
d From 2010	39,185.			
e From 2011	25,819.			
f Total of lines 3a through e	252,440.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 107,600.			0.	
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			64,216.	
e Remaining amount distributed out of corpus	43,384.			
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:	295,824.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	170,815.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	125,009.			
10 Analysis of line 9:				
a Excess from 2008	16,621.			
b Excess from 2009				
c Excess from 2010	39,185.			
d Excess from 2011	25,819.			
e Excess from 2012	43,384.			



## 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)				
<b>a Paid during the year</b>				
AMERICAN CANCER SOCIETY 1393 PROGRESS WAY, SUITE 908 <u>ELDERSBURG, MD 21784</u>		501(C)3	GENERAL SUPPORT	2,000.
ASPCA FOUNDER'S SOCIETY 424 E. 92ND STREET <u>NEW YORK, NY 10128</u>		501(C)3	GENERAL SUPPORT	5,000.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD <u>KANAB, UT 84741</u>		501(C)3	GENERAL SUPPORT	2,000.
BLUE WATER AREA HUMANE SOCIETY 6266 LAPEER ROAD <u>CLYDE, MI 48049</u>		501(C)3	GENERAL SUPPORT	5,000.
DETROIT PUBLIC TV 1 CLOVER COURT <u>WIXOM, MI 48393</u>		501(C)3	GENERAL SUPPORT	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>		► 3a	107,600.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			► 3b	0.

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion 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			2,460.01			
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	20,184.	
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	87,801.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a OTHER INCOME	900099		30,000.			
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			32,460.		107,985.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	140,445.

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

**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.		

**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
N/A		

**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.

May the IRS discuss this  
return with the preparer  
shown below (see instr. 7)?

Signature of officer or trustee

18/13/13  
Date

e

## ► PRESIDENT

**Title**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>PETER E. MEAGHER III</b>	Preparer's signature <b>PETER E. MEAGHER</b>	Date <b>08/13/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01327678</b>
	Firm's name ► <b>UHY ADVISORS MI, INC.</b>			Firm's EIN ► <b>38-1910111</b>	
	Firm's address ► <b>27725 STANSBURY, SUITE 210 FARMINGTON HILLS, MI 48334</b>			Phone no. <b>248-355-0280</b>	

TLC FOUNDATION

## 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.)
a <b>AMR CNT INFL ADJ BD A</b>			P	12/31/08	08/28/12
b <b>COLUMBIA MARS 21ST A</b>			P	02/25/10	10/01/12
c <b>CITI GROUP INC 5/1/15</b>			P	02/23/09	01/23/12
d <b>CITI GROUP INC 5/1/16</b>			P	12/31/08	03/09/12
e <b>CITI GROUP INC 5/1/17</b>			P	02/23/09	03/09/12
f <b>JOHN HANCOCK</b>			P	12/31/08	12/31/12
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 9,000.		7,660.	1,340.		
b 4,000.		3,558.	442.		
c 3,184.		4,043.	-859.		
d 5,306.		6,738.	-1,432.		
e 7,429.		9,435.	-2,006.		
f 331,113.		240,797.	90,316.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			1,340.		
b			442.		
c			-859.		
d			-1,432.		
e			-2,006.		
f			90,316.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	87,801.		
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). If (loss), enter "-0-" in Part I, line 8		3	N/A		

## TLC FOUNDATION

38-3624956

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
<u>FORGOTTEN HARVEST</u> <u>21800 GREENFIELD ROAD</u> <u>OAK PARK, MI 48237</u>		501(C)3	GENERAL SUPPORT	2,000.
<u>GLEANERS FOOD BANK</u> <u>2131 BEAUFAIT</u> <u>DETROIT, MI 48207</u>		501(C)3	GENERAL SUPPORT	2,000.
<u>MICHIGAN DYSLEXIA INSTITUTE</u> <u>532 E. SHIAWASSEE STREET</u> <u>LANSING, MI 48912</u>		501(C)3	GENERAL SUPPORT	10,000.
<u>OCEAN CONSERVANCY</u> <u>1300 19TH STREET NW, 8TH FLOOR</u> <u>WASHINGTON, DC 20036</u>		501(C)3	GENERAL SUPPORT	2,000.
<u>READING IS FUNDAMENTAL</u> <u>1255 23RD STREET, NW, SUITE 300</u> <u>WASHINGTON, DC 20037</u>		501(C)3	GENERAL SUPPORT	2,000.
<u>TURNING POINT</u> <u>P.O. BOX 1123</u> <u>MT. CLEMENS, MI 48046</u>		501(C)3	GENERAL SUPPORT	40,000.
<u>WORLD WILDLIFE FUND</u> <u>1250 24TH ST. NW</u> <u>WASHINGTON, DC 20037</u>		501(C)3	GENERAL SUPPORT	5,000.
<u>THE LEUKEMIA &amp; LYMPHOMA SOCIETY</u> <u>1311 MAMARONECK AVENUE, SUITE 310</u> <u>WHITE PLAINS, NY 10605</u>		501(C)3	GENERAL SUPPORT	4,000.
<u>DETROIT DOG RESCUE</u> <u>P.O. BOX 806119</u> <u>ST. CLAIR SHORES, MI 48080</u>		501(C)3	GENERAL SUPPORT	600.
<u>CURE PSP FOUNDATION</u> <u>30 E. PADONIA ROAD, SUITE 201</u> <u>TIMONIUM, MD 21093</u>		501(C)3	GENERAL SUPPORT	1,000.
<u>Total from continuation sheets</u>				88,600.

## TLC FOUNDATION

38-3624956

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
KIDS KICKING CANCER P.O. BOX 10266 <u>NEW ORLEANS, LA 70181</u>		501(C)3	GENERAL SUPPORT	2,000.
TIGER HAVEN 237 HARVEY ROAD <u>KINGSTON, TN 37763</u>		501(C)3	GENERAL SUPPORT	1,500.
TIGER CREEK REFUGE 17552 FM 14 <u>TYLER, TX 75706</u>		501(C)3	GENERAL SUPPORT	1,500.
PRIDE ROCK WILDLIFE REFUGE P.O. BOX 1594 <u>TERRELL, TX 75160</u>		501(C)3	GENERAL SUPPORT	1,500.
PEACEFUL VALLEY RESCUE 23500 SAND CANYON ROAD <u>TEHACHAPI, CA 93561</u>		501(C)3	GENERAL SUPPORT	1,500.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 <u>ARLINGTON, VA 22203</u>		501(C)3	GENERAL SUPPORT	5,000.
THAW FUND 440 BURROUGHS, #84 <u>DETROIT, MI 48202</u>		501(C)3	GENERAL SUPPORT	2,000.
ANIMAL WELFARE SOCIETY OF SOUTHEAST MICHIGAN 27796 JOHN R <u>MADISON HEIGHTS, MI 48071</u>		501(C)3	GENERAL SUPPORT	5,000.
<hr/>				
<b>Total from continuation sheets</b>				

TLC FOUNDATION

38-3624956

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERIPRISE FINANCIAL	20,184.	0.	20,184.
TOTAL TO FM 990-PF, PART I, LN 4	20,184.	0.	20,184.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	30,000.	0.	
MEMBERSHIP DUES AND ASSESSMENTS	2,460.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	32,460.	0.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,045.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,045.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,520.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,520.	0.		0.

STATEMENT(S) 1, 2, 3, 4

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	29,400.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	29,400.	0.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	633.	0.		0.
PROPERTY TAXES	221.	0.		0.
TO FORM 990-PF, PG 1, LN 18	854.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	10,310.	0.		0.
LICENSES AND FEES	20.	0.		0.
OFFICE	40.	0.		0.
TO FORM 990-PF, PG 1, LN 23	10,370.	0.		0.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERIPRISE FINANCIAL	58,496.	66,826.
TOTAL TO FORM 990-PF, PART II, LINE 10C	58,496.	66,826.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERIPRISE FINANCIAL	COST	610,174.	658,643.
AMERIPRISE FINANCIAL	COST	800,000.	791,861.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,410,174.	1,450,504.

**TLC FOUNDATION  
INVESTMENTS - CORPORATE BONDS  
DECEMBER 31, 2012**

<b>DESCRIPTION</b>	<b>QTY</b>	<b>BOOK VALUE</b>	<b>FAIR MKT VALUE</b>
CITI GROUP INC	182	\$ 175	\$ 7,032
DELUXE COORP NT 5 125% 10/01/14 B/E DTD 09/30/04	45,000	45,306	46,800
GENERAL MTRS ACCEP CORP SMARTNOTES 7 250% 09/15/17 B/E DTD 09/24/02	13,000	13,015	12,994
 <b>TOTAL</b>		<b>\$ 58,496</b>	<b>\$ 66,826</b>

**TLC FOUNDATION  
INVESTMENTS - OTHER  
DECEMBER 31, 2012**

DESCRIPTION	QTY	BOOK VALUE	FAIR MKT VALUE
AMERIPRISE VARIABLE ANNUITY	49,123 0708	750,000	741,861
CORPORATE PROPERTY ASSOC 17 - REIT	5,000 0000	50,000	50,000
AIM GROWTH SER INVESCO MID CAP CORE	1,507 899	31,500	32,224
AIM INVESCO BALANCED RISK ALLOCATION CL A	803 213	10,000	10,000
AIM COUNCelor SER TRUST INVESCO VAN	3,380 102	26,500	31,063
AMERICAN CENTURY INVEST - ADJ BOND AVD	3,403 262	36,727	37,946
AMERICAN CENTURY INVEST - GINNIE MAE ADV	1,742 489	19,714	22,879
BLACKROCK GLOBAL ALLOCATION FUND	1,561 919	28,500	30,832
RIVERSOURCE SECTOR SER INC COLUMBIA	3,914 328	26,500	34,016
COLUMBIA FUNDS SER TR MARSICO 21ST	1,979 470	22,942	26,347
RIVERSOURCE DISCOVERY SER COLUMBIA	5,959 595	51,500	54,173
DWS ADVISOR FUNDS LIMITED DURATION	3,307 312	31,292	30,725
DWS STRATEGIC HIGH YIELD TAX FREE CL A	573 394	7,500	7,500
DWS EQUITY TRUST SELECT ALTERNATIVE	2,682 056	28,500	30,200
DREYFUS/LAUREL FUNDS TR	1,668 766	26,500	28,736
FIDELITY ADVISORS SER VIII STRATEGIC	981 354	10,000	12,453
GOLDMAN SACHS TR HIGH YLD BD FD CL A	3,840 580	26,500	27,998
GOLDMAN SACHS RISING DIVIDEND GROWTH CL A	664 011	10,000	10,066
GOLDMAN SACHS STRATEGIC INCOME CL A	2,904 163	30,000	30,029
JOHN HANCOCK III DISCIPLINED VALUE MID CAP CL A	390 930	5,000	5,047
JPMORGAN INCOME BUILDER CL A	1,009 082	10,000	9,939
LEGG MASON WESTERN ASSET MANAGED MUNCIPAL CL A	1,160 766	20,000	20,000
MFS EMERGING MARKETS DEBT CL A	611 621	10,000	10,006
MFS SERIES TRUST X INTL DIVERSIFICATION	3,107 104	36,500	44,121
MAINSTAY HIGH YIELD MUNICIPAL BOND CL A	627 615	7,500	7,500
MAINSTAY MARKETFIELD CL A	317 259	5,000	5,025
MUNDER MID CAP CORE GROWTH CL A	158 328	5,000	5,057
OPPENHEIMER INTL BOND CL A	1,510 574	10,000	9,940
OPPENHEIMER MAIN STR SML & MID CAP	1,108 448	18,500	25,472
PRINCIPAL GLOBAL DIVERSIFIED INCOME CL A	717 360	10,000	10,014
PUTNAM FUNDS TRUST ABSOLUTE RETURN	1,653 262	18,500	19,343
PUTNAM HIGH YIELD ADVANTAGE CL A	1,623 377	10,000	10,000
VICTORY FUND FOR INCOME CL A	896 057	10,000	9,991
VIRTUS MULTI SECTOR SHORT TERM	2,016 129	10,000	10,000
<b>TOTAL</b>	<b>\$ 1,410,174</b>	<b>\$ 1,450,504</b>	