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# - 990-PF

### **Return of Private Foundation**

or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

Treated as a Private Foundation

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

Open to Public Inspection

total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)  1 Contributions, althy genue, is consented fined sheekele) 2 Check   attach Schöt B   25,861    2 Check   attach Schöt B   21,931   21,931   3 Interest on savings and temporary cash investments 49,647   50,121   5 A gross rents   49,647   50,121   5 A gross rents   49,647   50,121   5 A gross rents   49,647   50,121   5 A let gain or (loss) forms asial of assets not on line 10   5 A Net gain or (loss) forms asial of assets not on line 10   5 A Net gain or (loss) forms of (m)   994,711   7 Capital gain net income (from Part IV, line 2)   8 Net short-term capital gain   994,711   9 Income modifications   10 a gross profit or (loss) (attach schedule)   11 Other income (attach schedule)   11 Other income (attach schedule)   11 Comparisonation of (fines, directors, trustees, etc.)   12 Total, Add lines 1 through 11   196,503   171,116   13 Comparisonation of (fines, directors, trustees, etc.)   14 Chief employee salaries and wages   15 Pension plans, employee benefits   16 Legal fees (attach schedule)   707   17 Capital schedule)   707   18 Taxes (attach schedule)   707   19 Deprecation (attach schedule)   707   19 Deprecation (attach schedule)   707   21 Travel, conferences, and meetings   15,055   22 Printing and publications   15,005   23 Other expenses (attach schedule)   8707   24 Total operating and administrative expenses.   44,932   27,402   NONE   16,7   25 Contributions, grits, grant paid   126,3   26 Total expenses and dathoursements   25,271   27 Subtract fine 26 from line 12   28 Excenses and machinistrative expenses   25,271   29 Expenses period of the schedule) and depletion   25,271   20 Comparing and administrative expenses   25,271   21 Form Paperwork Reduction Act Notice, see instructions.	ber and street (or P O box number if mail is not delivered ber and street (or P O box number if mail is not delivered by the content of the c	Initial return Amended ret Name change (c)(3) exempt private for Other taxable private for Dunting method: Capther (specify) Column (d) must be or (a) Revenue and expenses per books 25,861. 21,931. 49,647.	of a former public chaturn e oundation ivate foundation ash X Accrual in cash basis.)  (b) Net investment income  21,931. 50,121.	Tity  C If exemption application pending, check here  Tity  D 1 Foreign organizate Foreign organizate Sign test, check is computation organizate foundation under section 507()  F If the foundation is under section 507()  (c) Adjusted net	tations, check here altions meeting the here and attach the station was terminated (b)(1)(A), check here to a 60-month termination (b)(1)(B), check here for charitable purposes
38505 WOODWARD AVE SUITE 1300  248 - 988-8772  BLOOMFIELD HILLS, MI 48304  G Check all that apply: Initial return   Amended r	or town, state, and ZIP code  DOMFIELD HILLS, MI 48304  eck all that apply: Initial return Final return Address change  eck type of organization: X Section 501  Section 4947(a)(1) nonexempt charitable trust  r market value of all assets at end year (from Part II, col. (c), line year (from Part II, col. (c), line  1 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)  Contributions, gifts, grants, etc. received (attach schedule) Interest on savings and temporary cash investments Dividends and interest from securities  O Net rental income or (loss)  Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a  Capital gain net income (from Part IV, line 2)  Net short-term capital gain	Initial return Amended ret Name change (c)(3) exempt private for Other taxable private for Dunting method: Capther (specify) Column (d) must be or (a) Revenue and expenses per books 25,861. 21,931. 49,647.	of a former public chaturn e oundation ivate foundation ash X Accrual in cash basis.)  (b) Net investment income  21,931. 50,121.	rity  D 1 Foreign organiza 2 Foreign organiza 85% test, check i computation  E If private foundation under section 507()  F If the foundation is under section 507()	ations, check here sations meeting the here and attach sin a 60-month termination (b)(1)(B), check here for charitable purposes
Section 4947(a)(1)   Initial return   Anderess change   Initial return   Init	contrown, state, and ZIP code  COMFIELD HILLS, MI 48304  ceck all that apply:  Initial return Address change  ceck type of organization:  Section 4947(a)(1) nonexempt charitable trust  r market value of all assets at end  year (from Part II, col. (c), line  ) \$ 2,956,242.  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)  Contributions, gifts, grants, etc., received (attach schedule)  if the foundation is not required to attach Sch B  Interest on savings and temporary cash investments  Dividends and interest from securities  Not rental income or (loss)  Not rental income or (loss)  Capital gain net income (from Part IV, line 2)  Net short-term capital gain	Amended ret Name change (c)(3) exempt private for Other taxable private for Other (specify) column (d) must be or (a) Revenue and expenses per books  25,861.  21,931. 49,647.	turn e oundation ivate foundation ash X Accrual  n cash basis.)  (b) Net investment income  21,931. 50,121.	C If exemption application pending, check here  1 Foreign organization 2 Foreign organization 2 Foreign organization 3 Foreign organization 5 Foreign organizati	ation is  et in status was terminated b)(1)(A), check here in a 60-month termination b)(1)(B), check here  (d) Disbursements for charitable purposes
Committee   Comm	contrown, state, and ZIP code  COMFIELD HILLS, MI 48304  ceck all that apply:  Initial return Address change  ceck type of organization:  Section 4947(a)(1) nonexempt charitable trust  r market value of all assets at end  year (from Part II, col. (c), line  ) \$ 2,956,242.  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)  Contributions, gifts, grants, etc., received (attach schedule)  if the foundation is not required to attach Sch B  Interest on savings and temporary cash investments  Dividends and interest from securities  Not rental income or (loss)  Not rental income or (loss)  Capital gain net income (from Part IV, line 2)  Net short-term capital gain	Amended ret Name change (c)(3) exempt private for Other taxable private for Other (specify) column (d) must be or (a) Revenue and expenses per books  25,861.  21,931. 49,647.	turn e oundation ivate foundation ash X Accrual  n cash basis.)  (b) Net investment income  21,931. 50,121.	C If exemption application pending, check here  1 Foreign organization 2 Foreign organization 2 Foreign organization 3 Foreign organization 5 Foreign organizati	ation is  et in status was terminated b)(1)(A), check here in a 60-month termination b)(1)(B), check here  (d) Disbursements for charitable purposes
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H Check type of organization: \$\tilde{\text{Section 4947(a)(1) nonexempt charitable trust}\$ Other taxable private foundation of year (from Part II, col. (c), line 1 fair market value of all assets at end of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II, col. (c), line 2 fair the foundation of year (from Part II) (c) fair the foundation of year (from Part II) (c) fair the foundation is not required to 2 fair the foundation is not required to 3 interest on asyngta and temporary cash investments 4 fair (fair the foundation) is continued to 2 fair the foundation is not required to 3 interest on asyngta and temporary cash investments 4 fair (fair the foundation) is completed to 3 interest on asyngta and temporary cash investments 4 fair (fair the foundation) is completed to 3 interest on asyngta and temporary cash investments 4 fair (fair the foundation) is completed to 3 interest on asyngta and temporary cash investments 4 fair (fair the fair the foundation is continued to 3 interest on asyngta and temporary cash investments 4 fair the	eck type of organization: X Section 501 Section 4947(a)(1) nonexempt charitable trust  r market value of all assets at end year (from Part II, col. (c), line  Year (from Part	(c)(3) exempt private for Other taxable private for Other taxable private for Other (specify)  (a) Revenue and expenses per books  25,861.  21,931. 49,647.	oundation ivate foundation ash X Accrual in cash basis.)  (b) Net investment income  21,931. 50,121.	E If private foundation under section 507(I)  F If the foundation is under section 507(I)  (c) Adjusted net	in status was terminated (b)(1)(A), check here . In a 60-month termination (b)(1)(B), check here
Section 4947-lai(1) nonexempt charable trust Other taxable private foundation  of year (from Part I), col. (c), fine of year (from Part I), col. (c), fine total of amounts in columns (b), (c), and (d)  Text II Analysis of Revenue and Expenses (manual for column (a) must be on cash basis.)  Text II Analysis of Revenue and Expenses (manual for column (a) must be on cash basis.)  1 Commonorm, sits gram, sc., received treat schedule)  1 Commonorm, sits gram, sc., received treat schedule)  2 Check   Interest   10 the foundations not required to column (a) must be on cash basis.  1 Commonorm, sits gram, sc., received treat schedule)  2 Check   Interest   10 the foundations not required to column (a) search schedule)  3 Interest on savings and emprovary cash investments   21, 931   21, 931   21, 931   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   49, 647   50, 121   50, 64, 64, 64, 64, 64, 64, 64, 64, 64, 64	Section 4947(a)(1) nonexempt charitable trust  r market value of all assets at end year (from Part II, col. (c), line  ) \$ 2,956,242.	Other taxable proportion of the conting method: Capeting method: Capeting of the column (d) must be or (a) Revenue and expenses per books  25,861.  21,931. 49,647.	wate foundation ash X Accrual  n cash basis.)  (b) Net investment income  21,931. 50,121.	under section 507(l  F If the foundation is under section 507(l	(b)(1)(A), check here .  in a 60-month termination b)(1)(B), check here .   (d) Disbursements for charitable purposes
Fair market value of all assets at end of year (**Irom Part I)**, col. (c)**, line of year (**Irom Part I)**, col. (c)**, c	r market value of all assets at end year (from Part II, col. (c), line ) \$ 2,956,242. (Part II)  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)  Contributions, gifts, grants, etc., received (attach schedule) of the foundation is not required to attach Sch B.  Interest on savings and temporary cash investments Dividends and interest from securities.  O Net rental income or (loss)  Net gain or (loss) from sale of assets not on line 10 gross sales price for all assets on line 6a  Capital gain net income (from Part IV, line 2).  Net short-term capital gain.	ounting method: Capther (specify)  column (d) must be or  (a) Revenue and expenses per books  25,861.  21,931.  49,647.	ash X Accrual  n cash basis.)  (b) Net investment income  21,931. 50,121.	F If the foundation is under section 507(I	(d) Disbursements for charitable purposes
of year (from Part II, col. (c), line   Other (specify)   Outder section 307(3)(11)(8), check here . }   Part II, column (d) must be on cash basis.]   Outder section 307(3)(11)(8), check here column (d) column (d) must be on cash basis.]   Outder section 307(3)(11)(8), check here column (d) column (d) must be on cash basis.]   Outder section 307(3)(11)(8), check here column (d) column (d) must be on cash basis.]   Outder section 307(3)(11)(8), check here column (d) column (d) must be on cash basis.]   Outder section 307(3)(11)(8), check here column (d) column (d) must be on cash basis.]   Outder section 307(3)(11)(8), check here column (d) check here c	year (from Part II, col. (c), line    Solution   Solution   Solution	other (specify) column (d) must be or (a) Revenue and expenses per books 25,861. 21,931. 49,647.	(b) Net investment income  21,931. 50,121.	under section 507(l	(d) Disbursements for charitable purposes
16  S   2, 9.56, 242.   (Part   column (d) must be on cash basis.)   (d) Distursements for chantable must of amounts on column (a) (see instructional)   (a) Revenue and purposes (cash basis only)   (b) Not investment income   (c) Adjusted net income   (d) Distursements for chantable expenses per books   (e) Part   (	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).  Contributions, gifts, grants, etc., received (attach schedule). If the foundation is not required to attach Sch B	(a) Revenue and expenses per books  25,861.  21,931. 49,647.	(b) Net investment income  21,931. 50,121.	(c) Adjusted net	(d) Disbursements for charitable purposes
Part   Analysis of Revenue and Expenses   The total of amounts in column (b)   Co	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).  Contributions, gifts, grants, etc., received (attach schedule). If the foundation is not required to attach Sch B	expenses per books 25,861. 21,931. 49,647.	21,931. 50,121.		for charitable purposes
total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (d) (see instructions)  1	may not necessarily equal the amounts in column (a) (see instructions)  Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B  Interest on savings and temporary cash investments  Dividends and interest from securities  On Net rental income or (loss)  Net gain or (loss) from sale of assets not on line 10 gross sales price for all assets on line 6a  Capital gain net income (from Part IV, line 2)  Net short-term capital gain	expenses per books  25,861.  21,931.  49,647.	21,931. 50,121.		purposes
1	column (a) (see instructions) )  Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B	25,861. 21,931. 49,647. 99,064.	21,931. 50,121.		1 ' '
2 Check ▶ if the foundations not required to all natures on savings and temporary cash investments 21,931. 21,931. 31. 49,647 50,121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 121. 50. 50. 50. 121. 50. 50. 50. 50. 50. 50. 50. 50. 50. 50	Check ■ If the foundation is <b>not</b> required to attach Sch B	21,931. 49,647. 99,064.	21,931. 50,121.		
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## Dividends and interest from securities ## 19,647   50,121    ## 50, Net gain or (loss) from sale of assets not on line 10	Dividends and interest from securities	99,064.	50,121.		
Sa Gross rents	Net rental income or (loss)  Net rental income or (loss)  Or Gross sales price for all assets not on line 10 assets on line 6a 994,711.  Capital gain net income (from Part IV, line 2).  Net short-term capital gain	99,064.			
b Net rental income or (loss)  6 Net gain or (loss) from sale of assets not on line 10 6 Gross sales price for all 994, 711 7 Capital gain net income (from Part IV, line 2). 8 Net short-term capital gain 10 and allowances -	Net rental income or (loss)  Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a Capital gain net income (from Part IV, line 2) Net short-term capital gain				
Second   S	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 994,711.  Capital gain net income (from Part IV, line 2).  Net short-term capital gain				
Series sales price for all   994,711   1   99,064     99,064	assets on line 6a 994, 711. Capital gain net income (from Part IV, line 2). Net short-term capital gain				+
Net short-term capital gain  In one modifications  b Less Cost of goods sold  c Gross sales less returns and allowances  b Less Cost of goods sold  c Gross profit or (loss) (attach schedule)  In other income (attach schedule)  In other income (attach schedule)  In other modifications  In other income (attach schedule)  In other i	Capital gain net income (from Part IV, line 2) .  Net short-term capital gain				
Net short-term capital gain  Income modifications  b Less Cost of goods sold  c Gross sprint or (loss) (attach schedule)  12 Total. Add lines 1 through 11  13 Compensation of officers, directors, trustees, etc  14 Other employee salanes and wages  15 Pension plans, employee benefits  16 Legal fees (attach schedule) STMT 1 1,700 NONE NONE 1,7  c Other professional fees (attach schedule) STMT 2 25,642 25,642.  17 Interest  18 Taxes (attach schedule) (see instructions) STMT 3 1,431 656.  20 Occupancy  20 Occupancy  21 Travel, conferences, and meetings  22 Printing and publications  23 Other expenses (attach schedule) STMT 4 1,104 1,104.  24 Total operating and administrative expenses.  Add lines 13 through 23 44,932 27,402 NONE 16,7  25 Contributions, grifts, grants paid  27 Subtract line 26 from line 12  28 Excess of revenue over expenses and disbursements Add lines 24 and 25  29 Detail income (if negative, enter -0) c Adjusted net income (if negative, enter -0).  For Paperwork Reduction Act Notice, see instructions.	Net short-term capital gain	***	99,064.		
Income modifications and allowances returns and allowances in the second of gross sales less returns and allowances in the second of goods sold in the second of gross profit or (loss) (attach schedule)   11 Other income (attach schedule)   12 Total. Add lines 1 through 11   196,503   171,116   17   17   17   17   17   17   17	• •		,		
Description	meeme meameaneme				
c Gross profit or (loss) (attach schedule)  11 Other income (attach schedule)  12 Total. Add lines 1 through 11  13 Compensation of officers, directors, trustees, etc  14 Other employee salaries and wages  15 Pension plans, employee benefits  16a Legal fees (attach schedule)  17 Cother professional fees (attach schedule) STMT 1  18 Taxes (attach schedule) (see instructions) STMT 3  19 Depreciation (attach schedule) and depletion  19 Cocupancy  21 Travel, conferences, and meetings  22 Printing and publications  23 Other expenses (attach schedule) STMT 4  24 Total operating and administrative expenses.  25 Add lines 13 through 23  26 Total expenses and disbursements Add lines 24 and 25  27 Subtract line 26 from line 12  a Excess of revenue over expenses and disbursements  b Represended the schedule of the enter op)  2 Adjusted net income (if negative, enter -0)  c Adjusted net income (if negative, enter -0)  c Adjusted net income (if negative, enter -0)  For Paperwork Reduction Act Notice, see instructions.				DECEN	
11 Other income (attach schedule)   196,503   171,116   17				NLOLIV	
12 Total. Add lines 1 through 11   196,503   171,116   17   17   17   17   17   17   17					
13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages			171 116	1 2 mm o m	<del>1</del>
14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) 16b Legal fees (attach schedule) 17 Interest 17 Interest 18 Taxes (attach schedule) see instructions) STMT . 3 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) STMT . 4 24 Total operating and administrative expenses. 25 Add lines 13 through 23 26 Total expenses and disbursements Add lines 24 and 25 27 Subtract line 26 from line 12 28 Excess of revenue over expenses and disbursements 25 Long line 26 from line 12 26 Excess of revenue over expenses and disbursements 26 Investment income (if negative, enter -0-) 27 Form 990-PF (20 Paperwork Reduction Act Notice, see instructions).		1	1/1,110.	1	
15 Pension plans, employee benefits  16a Legal fees (attach schedule)  15b Accounting fees (attach schedule) STMT 1		1		OGDEN	HUT 'H
b Accounting fees (attach schedule) STMT 1 1,700. NONE NONE 1,7  c Other professional fees (attach schedule) 2 25,642.			· -		<del></del>
b Accounting fees (attach schedule) STMT. 1. 1,700. NONE NONE 1,7  c Other professional fees (attach schedule) 2. 25,642. 25,642.   17 Interest					
C Other professional fees (attach schedule): 25,642. 2		1,700.	NONE	NONE	E 1,70
21 Travel, conferences, and meetings		25,642.	25,642.		
Travel, conferences, and meetings				<u>.</u>	
Travel, conferences, and meetings		1,431.	656.		
Travel, conferences, and meetings	•				<del> </del>
22 Printing and publications		15 055			16 05
Other expenses (attach schedule) STMT. 4. 1,104. 1,104.  24 Total operating and administrative expenses. Add lines 13 through 23		15,055.		<u> </u>	15,05
25 Contributions, gifts, grants paid		1 104	1 104	<del></del>	+
25 Contributions, gifts, grants paid		1,104	1,104.	<u> </u>	+
25 Contributions, gifts, grants paid		44.932	27.402.	NONE	16.79
26 Total expenses and disbursements Add lines 24 and 25 171, 232 27, 402 NONE 143, 0  27 Subtract line 26 from line 12  a Excess of revenue over expenses and disbursements . 25, 271 b  Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) .  For Paperwork Reduction Act Notice, see instructions.	•		2,,102,	2.011	126,30
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements			27,402.	NONE NONE	
b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-).  For Paperwork Reduction Act Notice, see instructions.  Form 990-PF (20)					
c Adjusted net income (If negative, enter -0-)  For Paperwork Reduction Act Notice, see instructions.  Form 990-PF (20)	Excess of revenue over expenses and disbursements	25,271.			
For Paperwork Reduction Act Notice, see instructions.  Form 990-PF (20	Net investment income (if negative, enter -0-)		143,714.		
				<u> </u>	
					Form <b>990-PF</b> (201 7
10 1 000	t	Taxes (attach schedule) (see instructions) STMT. 3.  Depreciation (attach schedule) and depletion. Occupancy  Travel, conferences, and meetings  Other expenses (attach schedule) STMT. 4.  Total operating and administrative expenses. Add lines 13 through 23  Contributions, gifts, grants paid  Total expenses and disbursements Add lines 24 and 25  Subtract line 26 from line 12  Excess of revenue over expenses and disbursements  Net investment income (if negative, enter -0-) .  Adjusted net income (if negative, enter -0-) .  perwork Reduction Act Notice, see instructions	Taxes (attach schedule) (see instructions) STMT. 3. 1,431.  Depreciation (attach schedule) and depletion.  Occupancy	Taxes (attach schedule) (see instructions) STMT. 3. 1,431. 656.  Depreciation (attach schedule) and depletion.  Occupancy	Taxes (attach schedule) (see instructions) STMT. 3. 1, 431. 656.  Depreciation (attach schedule) and depletion.  Occupancy

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Part	I Ralanco Shoots	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year	End of	year
rait	Dalalice Sheets	amounts only (See instructions )	(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bear	ing			
2	Savings and temporary	cash investments	102,632.	105,845.	105,846
3	Accounts receivable				
	Less allowance for dou	btful accounts ▶			
4					
	Less allowance for dou	btful accounts		-	- ·
5					
6		officers, directors, trustees, and other			_
		ach schedule) (see instructions)	İ		
7		eceivable (attach schedule)			
'		otful accounts	-	=	•
ω 8		se	- 12		
<b>a</b>		eferred charges			
ASS 4		_	257,123.	133,509.	147,472
10		government obligations (attach schedule)	611,182.	607,827.	939,837
		stock (attach schedule)	648,538.	541,591.	
11	Investments - corporate	bonds (attach schedule)	040,330.	341,331.	572,247
	and equipment basis Less accumulated depreci (attach schedule)	ation •		-	· - '
12	Investments - mortgage	loans			
13	Investments - other (atta	ich schedule)	752,755.	980,022.	1,190,840
14		<b>•</b>			
	Less accumulated deprecia (attach schedule)	ation			
15	Other assets (describe	<b>▶</b>			
16	•	completed by all filers - see the			
	instructions Also, see p	age 1, item l)	2,372,230.	2,368,794.	2,956,242
17	Accounts payable and a	ccrued expenses			
18					1
ဖ္က 19					
Liabilities 20 21 22	Loans from officers, directo	rs, trustees, and other disqualified persons			
교 21	Mortgages and other no	ites payable (attach schedule)			İ
ㅋ 22	Other liabilities (describe	e <b>▶</b> )[			
					1
23	Total liabilities (add line	es 17 through 22)		NONE	1
Ses	Foundations that followed and complete lines 2	low SFAS 117, check here  24 through 26 and lines 30 and 31.			
Balances 25					
문 25 26					
- 126	· · · · · · · · · · · · · · · · ·				
or Fund		not follow SFAS 117,			
٥ 👡		plete lines 27 through 31.   X	2 272 220	2 260 704	
ş 27		apal, or current funds	2,372,230.	2,368,794.	
28	• • •	r land, bldg , and equipment fund			
Net Assets	<del>-</del>	lated income, endowment, or other funds	2 272 220	2 260 704	
₹ 30		d balances (see instructions)	2,372,230.	2,368,794.	
_ 31		net assets/fund balances (see	2 272 220	2 260 704	
			2,372,230.	2,368,794.	
		anges in Net Assets or Fund I			
		palances at beginning of year - Part			9 279 929
		on prior year's return)			2,372,230.
2 En	ter amount from Part I, I	ine 27a			25,271.
	ner increases not includ			3	
4 Ad	d lines 1, 2, and 3	line 2 (itemize) ► SEE STAT	<u> </u>		2,397,501.
					28,707.
<u>6 To</u>	tal net assets or fund ba	lances at end of year (line 4 minus lin	e 5) - Part II, column (b), I	line 30 6	2,368,794.

Page 3

(a) Last and describe the kindish of property sold (e.g., real estates, 2-tony bride variebous), or common stock, 200 sha MLC Co 1  1a. PUBLICLY TRADED SECURITIES  b	Part IV Capital Gains	and Losses for Tax on Inve	estment Income			
Table   Telephone   Telephon			•	P - Purchase	acquired	
e (e) Gross sales price (ff) Depreciation allowed (prallowable) (g) Cort or other basis plus expense of sale (b) plus (f) minus (g) a 994,711. 895,647. 99,064.  Bass, 647. 99,064.  Complete only for assets showing gam in column (b) and owned by the foundation on 12/31/69 (l) Garis (Col (h) gam minus (g) (l) Adjusted basis (l) Adjusted	1a PUBLICLY TRADED	SECURITIES				
decorporation   (if) Depreciation allowed   (ig) Cost or other basis   (in) Gain or (loss)	b					
(e) Gross sales pince (f) Depreciation allowed (or allowable) (pa) Cost or other basis plus expense of sale (p) Lost (f) Gamor (loss) (e) plus (f) minus (g) (g) Lost	_c					
(e) Gross sales price (f) Depreciation allowed plus expense of sale plus (p) Los (p) Los (p) Plus (p)	<u>d</u>	<u></u>				
(e) Uross sales price  (or allowable)  (or all	<u>e</u>			<u> </u>		l
Complete only for assets showing garn in column (h) and owned by the foundation on 12/31/69  (i) FMV as of 12/31/69  (ii) Adjusted basis as of 12/31/69  (ii) Adjusted basis as of 12/31/69  (ii) Excess of col (i) over col (i), if any column (b) and owned by the foundation on 12/31/69  (ii) Excess of col (i) over col (i), if any column (b) and owned by the foundation on 12/31/69  (ii) Sans (Col (h) gain minus col (ii), but not less than -0-) or Losses (from col (h))  8  99, 064.  99, 064.  99, 064.  1			plus expense of sale		(e) plus (f) mini	ıs (g)
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69  Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69  (i) FMV as of 12/31/69  (ii) Adjusted basis as of 12/31/69  (iii) Adjusted basis over col (ji), famy  99,064.  99,064.  10  10  10  10  10  10  10  10  10  1	a 994,711.		895,647.		9	99,064.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) FMV as of 12/31/69 (ii) Adjusted basis as of 12/31/69 (ii) Adjusted basis as of 12/31/69 (iii) Adjusted basis as o	b					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69  (i) FMV as of 12/31/69  (ii) Adjusted basis as of 12/31/69  (iii) Adjusted basis (k) Excess of col (i) over col (i), frany  99, 064.  5  6  Capital gain net income or (net capital loss)  (if gain, also enter in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 8   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 7   ff (loss), enter -0- in Part I, line 8   ff				<u> </u>		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) Gains (Col. (h) gain minus col. (k), but not less than -0.) or Losses (from col. (h)) or Losses (from co						
(ii) FMV as of 12/31/69  (iii) Adjusted basis as of 12/31/68  (iii) Adjusted basis as of 12/31/68  (iii) Adjusted basis as of 12/31/68  (iv) Data over col (i), if any col (iv),						<del></del>
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   If (gain, also enter in Part I, line 7   If (gain, also enter in Part I, line 7   If (gain, also enter in Part I, line 7   If (gain, also enter in Part I, line 7   If (gain, also enter in Part I, line 8   If gain, also enter in Part I, line 8   If gain, also enter in Part I, line 8   If gain, also enter in Part I, line 8   If gain, also enter in Part I, line 8   If gain, also enter in Part I, line 8   If gain, also enter in Part I, line 8   If (gain, also enter in Part I, line 8   If (gain, also enter in Part I, line 7   If (loss), enter -0- in Part I, line 8   If (gain, also enter in Part I, line 8   If (gain, also enter in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (gain, also enter in Part I, line 7   If (loss), enter -0- in Part I, line 8   If (gain, also enter in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 8   If (gain, also enter in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 8   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, line 7   If (loss), enter -0- in Part I, lin	Complete only for assets sl					
b c d d e	(i) F M V as of 12/31/69			COI	Losses (from co	(h))
Capital gain net income or (net capital loss)  If gain, also enter in Part I, line 7  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 7  Part I, line 8.  Part I, line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 8  Part I, line 7  Sale line 9  Sale line 7  Sale line 9  Sale line 9  Sale line 7  Sa	а					99,064.
Capital gain net income or (net capital loss)  If gain, also enter in Part I, line 7   ff (loss), enter -0 in Part I, line 7   ff (gain, also enter in Part I, line 7   ff (gain, also enter in Part I, line 7   ff (gain, also enter in Part I, line 8   gain, also enter in Part I, line 7   gain, also enter in Part I, line 8   gain, also enter in Part I, line 7   gain, also enter in Part I, line 7   gain, also enter in	<u>b</u>					
2 Capital gain net income or (net capital loss)  If gain, also enter in Part I, line 7   fi (loss), enter -0- in Part I, line 7   fi (loss), enter -0- in Part I, line 7   gain, also enter in Part I, line 8.  Part I, line 8   lin						
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 if (loss), enter -0 - in Part I, line 7 if (loss), enter -0 - in Part I, line 8 if gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0 - in Part I, line 8 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 9 in Part I, line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line 1 line	_d					
1	e	. 15		I		
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 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?  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)  (b)  Ret value of nonchantable-use assets beginning in)  2010  Adjusted qualifying distributions  Net value of nonchantable-use assets beginning in)  2011  131,505.  2,782,085.  0.047269  2010  142,170.  2,647,631.  0.053697  2009  162,599.  2,442,917.  0.066559  2008  181,841.  2,755,288.  0.0655997  2007  172,189.  3,044,106.  0.056655  2 Total of line 1, column (d)  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  Multiply line 4 by line 3  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  7 167,384.	2 Capital gain net income or			,		00 064
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8   3   2   2   2   2   2   2   2   2   2	2 Not short term capital gain	•				99,064.
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 X 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 (a) (b) (b) (c) (c) (c) (c) (d) Distribution ratio (col (b) divided by col (c))  2011 131,505. 2,782,085. 0.047269  2010 142,170. 2,647,631. 0.053697  2009 162,599. 2,442,917. 0.066559  2008 181,841. 2,755,288. 0.065597  2007 172,189. 3,044,106. 0.056565  2 Total of line 1, column (d) 2 0.290087  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 0.058017  4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 2,860,325.  Multiply line 4 by line 3 5 165,947.  6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,437.  Add lines 5 and 6 7 167,384.	• •		_			
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 X No   Yes X No   Yes Y 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)   (b)   (c)   (c)   (d)   (e)   (e	<del>-</del>		•	,		
For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.		nder Section 4940(e) for Redu	iced Tax on Net Investment Ir	ncome		
Factor   Tenter   T			Section 4540(a) tax on net investi	iciti ilicoi		
Base period years   Adjusted qualifying distributions   Net value of nonchantable-use assets   Distribution ratio (col (b)) divided by col (ci)			, .	ase period	d?	Yes X No
Base period years   Adjusted qualifying distributions   Net value of noncharitable-use assets   Coll   Distribution ratio   (col   Distribution ratio   Col   Distribution ratio   (col   Distribution ratio   Col   Distribution ratio   Col   Distribution ratio   Col   Distribution ratio   (col   Distribution ratio   Col   Distribution ratio   Col   Distribution ratio   (col   Distribution ratio   Col   Distribution ratio   Col   Distribution ratio   (col   Distribution ratio   Col   Distribution ratio   Col   Distribution ratio   Col   Distribution ratio   Col   Distribution ratio   (col   Distribution ratio   Col   Distribution ratio   Col   Distribution ratio   (col   Distribution ratio   Col   Distrib		unt in each column for each year;	see the instructions before making	any entri		
Calendar year (or tax year beginning in)   Adjusted qualifying distributions   Net value of nonchantable-use assets   (col. (b) divided by col. (c))		, ,				tio
2010       142,170.       2,647,631.       0.053697         2009       162,599.       2,442,917.       0.066559         2008       181,841.       2,755,288.       0.065997         2007       172,189.       3,044,106.       0.056565         2 Total of line 1, column (d)       2       0.290087         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       0.058017         4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5       4       2,860,325.         5 Multiply line 4 by line 3       5       165,947.         6 Enter 1% of net investment income (1% of Part I, line 27b)       6       1,437.         7 Add lines 5 and 6       7       167,384.		· · · · ·				col (c))
2009       162,599.       2,442,917.       0.066559         2008       181,841.       2,755,288.       0.065997         2007       172,189.       3,044,106.       0.056565         2 Total of line 1, column (d)       2       0.290087         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       0.058017         4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5       4       2,860,325.         5 Multiply line 4 by line 3       5       165,947.         6 Enter 1% of net investment income (1% of Part I, line 27b)       6       1,437.         7 Add lines 5 and 6       7       167,384.						
2008       181,841.       2,755,288.       0.065997         2007       172,189.       3,044,106.       0.056565         2 Total of line 1, column (d)       2       0.290087         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       0.058017         4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5       4       2,860,325.         5 Multiply line 4 by line 3       5       165,947.         6 Enter 1% of net investment income (1% of Part I, line 27b)       6       1,437.         7 Add lines 5 and 6       7       167,384.			-, -, -, -, -, -, -, -, -, -, -, -, -, -			
2007       172,189.       3,044,106.       0.056565         2 Total of line 1, column (d)       2       0.290087         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       0.058017         4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5       4       2,860,325.         5 Multiply line 4 by line 3       5       165,947.         6 Enter 1% of net investment income (1% of Part I, line 27b)       6       1,437.         7 Add lines 5 and 6       7       167,384.						
2Total of line 1, column (d)20.2900873Average 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 years30.0580174Enter the net value of noncharitable-use assets for 2012 from Part X, line 542,860,3255Multiply line 4 by line 35165,9476Enter 1% of net investment income (1% of Part I, line 27b)61,4377Add lines 5 and 67167,384						
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	2007	1/2,189.	3,044,106.			0.056565
number of years the foundation has been in existence if less than 5 years 3 0.058017  4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 2,860,325.  5 Multiply line 4 by line 3 5 165,947.  6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,437.  7 Add lines 5 and 6 7 167,384.	2 Total of line 1, column (d)			2		0.290087
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  7 167,384.						
5       Multiply line 4 by line 3       5       165,947.         6       Enter 1% of net investment income (1% of Part I, line 27b)       6       1,437.         7       Add lines 5 and 6       7       167,384.	number of years the found	ation has been in existence if less	than 5 years	3		0.058017
6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,437.  7 Add lines 5 and 6 7 167,384.	4 Enter the net value of nonc	charitable-use assets for 2012 from	m Part X, line 5	4	2	.,860,325 <u>.</u>
7 Add lines 5 and 6	5 Multiply line 4 by line 3 .			5		165,947.
	6 Enter 1% of net investmen	t income (1% of Part I, line 27b)		6		1,437.
	7 Add lines 5 and 6			7		167,384.
8 Enter qualifying distributions from Part XII, line 4 143,055.  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.	If line 8 is equal to or gre	ns from Part XII, line 4	n Part VI, line 1b, and complete t		using a 1% tax	143,055. rate. See the

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(b), 4940(e), c	r 4	4948	- see	instruc	tion	s)
on line 1	<b>)</b>					
see instructions)					_	
	l	اما			2	074

Par	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	nstru	ctions	)
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		2,8	374.
	here 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-) 2			
3	Add lines 1 and 2		2,8	374.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4			ONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0		2,8	374.
6	Credits/Payments			
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 2,408.			
ь	Exempt foreign organizations - tax withheld at source			
C	Tax paid with application for extension of time to file (Form 8868) 6c NONE			
d	Backup withholding erroneously withheld		-	
7	Total credits and payments Add lines 6a through 6d		2,4	08.
8	Enter any penalty for underpayment of estimated tax. Check here If Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		4	166.
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 ▶ 11			
	t VII-A Statements Regarding Activities			r
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate		Yes	No
	or intervene in any political campaign <sup>7</sup>	1a		<u> </u>
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the	ļ		١,,
	definition)?	1b		<u> </u>
	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.	-		v
	Did the foundation file Form 1120-POL for this year?	1c		X
đ	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	1		
_	(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  \$  Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		Х
2	If "Yes," attach a detailed description of the activities	-		^
-	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,			
3	or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		Х
4 9	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
	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?	5		X
3	If "Yes," attach the statement required by General Instruction T			
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	Х	
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	Х	
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		Х
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or			
	4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete		[ [	
	Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and			
	addresses	10		X

Form **990-PF** (2012)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512/01/19/11 Press* ranks chedule (see instructions)  12 Dut the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person has devisory privileges! If Yes, a task statement see instructions)  13 Dut the foundation comply with the public inspection requirements for its annual returns and exemption application?  13 Dut the foundation comply with the public inspection requirements for its annual returns and exemption application?  14 The books are nair or ■ SEE STATISMENT 7  15 Section 49/718/11 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.  16 At any time during calendary vara 2012, del the foundation have an interest in or a signature or other authors over a bank, securities, or other financial account in a foreign country?  16 At any time during calendary vara 2012, del the foundation have an interest in or a signature or other authors over a bank, securities, or other financial account in a foreign country?  16 At any time during calendary vara 2012, del the foundation have an interest in or a signature or other authors over a bank, securities, or other financial account in a foreign country?  18 Extended the foundation central directly or informative or form 10 F 90.22 1 If Yes, enter the name of the foreign country ■  18 Turns and 200 Attended to Form 4720 May Be Required  19 Part VIES 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.  19 During the year did the foundation (either directly or indirectly)  10 Engage in the sale or exchange, or leasing of property with a disqualified person?  11 Experiment of the year of the foundation foundation feet of the year individual forms and individual forms and individual	Par	t VII-A Statements Regarding Activities (continued)			
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person has disvoary privileges! If Yes, a task stitement lese instructions)  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  13 X  Widester address ►  14 The books are in care of ►  15 Section 49478(11) innexempt 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 Section 49478(11) innexempt 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.  16 At any time during calendary vera 2012, die 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 At any time during calendary vera 2012, die 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 At any time during calendary vera 2012, die the foundation have an interest in or a signature or other athority over a bank, securities, or other financial account in a foreign country?  18 Event vera during foundation fellow of tereity or indirectly?  19 Event very set did the foundation feller directly or indirectly?  19 Event very set did the foundation feller directly or indirectly?  10 Engage in the sale or exchange, or leasting of property with a disqualified person?  10 Even with the sale or exchange, or leasting of property with a disqualified person?  10 Even with the sale or exchange, or fellites to for except them from) a disqualified person?  11 Engage in the sale or exchange, or fellites to for except them from) a disqualified person?  12 Even William very set of the foundation agreed to make a grant to or to employ the official for a period after the securities of the benefit or use of a disqualified	11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
12 Dut the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges; If Yes, a task statement (see instructions).  13 Dut the foundation comply with the public inspection requirements for its annual returns and exemption application?  14 The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶ IF A		meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?   13 X   Webbits address ▶   No   No   15 Section 4947(a)(11) nonexempt charitable triusis filling form 990-PF in lieu of Form 1041 · Check here   15 Section 4947(a)(11) nonexempt charitable triusis filling form 990-PF in lieu of Form 1041 · Check here   15   15 Section 4947(a)(11) nonexempt charitable triusis filling form 990-PF in lieu of Form 1041 · Check here   15   15 At any time during calendary 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?   Yes   No   16   16 At any time during calendary 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?   Yes   Xes   No   16   No   Yes   Xes   Xe	12				
Webbits address   Section 3		person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
14 The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶ SEE STATEMENT 7  Located at ▶ 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.  16 At any time during claimfair year 2012, did the foundation have an interest in or a signiture 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 ▶  Part VIIS 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.  1a During the year did the foundation (either develor or indirectly or indirectly)  (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept in from) a disqualified person? Yes X No  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No  (4) Pay compensation to, or pay or rembures the expenses of, a disqualified person? Yes X No  (5) Transfer any income or assets to a disqualified person for make any of either available for the benefit or use of a disqualified person?  (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 pend after termination of government service, Iteraminang within 90 days).  (6) Agree to pay money or property to a government official? (Exception, Check "No" if the foundation defined person?  (7) Yes X No  (8) Agree to pay money or property to a government official? (Exception, Check "No" if the foundation of government service, Iteraminang within 90 days).  (8) Agree to pay day the foundation of the development of the exceptions described in Regulations section \$4942(a)	13			X	<u> </u>
14 The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶ SEE STATEMENT 7  Located at ▶ 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.  16 At any time during claimfair year 2012, did the foundation have an interest in or a signiture 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 ▶  Part VIIS 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.  1a During the year did the foundation (either develor or indirectly or indirectly)  (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept in from) a disqualified person? Yes X No  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No  (4) Pay compensation to, or pay or rembures the expenses of, a disqualified person? Yes X No  (5) Transfer any income or assets to a disqualified person for make any of either available for the benefit or use of a disqualified person?  (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 pend after termination of government service, Iteraminang within 90 days).  (6) Agree to pay money or property to a government official? (Exception, Check "No" if the foundation defined person?  (7) Yes X No  (8) Agree to pay money or property to a government official? (Exception, Check "No" if the foundation of government service, Iteraminang within 90 days).  (8) Agree to pay day the foundation of the development of the exceptions described in Regulations section \$4942(a)		Website address ► N/A			
Section 497(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   Section 497(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   Section 497(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   No over a bank, securities, or other financial account in a foreign country   Yes with form 4720 May Be Required   Pers Yuli   Security   18   Statements Regarding Activities for Which Form 4720 May Be Required   Yes with file form 4720 May them is checked in the "Yes" column, unless an exception applies.   16   During the year did the foundation (either directly or indirectly)   11 Engage in the sale or exchange, or leasing of property with a disqualified person?   Yes   X No   No   18   Yes   Yes   X No   Yes   X	14	The books are in care of ► SEE STATEMENT 7 Telephone no ►			
and enter the amount of tax exempt interest received or accrued during the year.  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.  For YULS 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.  1a During the year did the foundation feither directly or indirectly)  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?					
No over a bank, securities, or other financial account in a foreign country?  See the instructions for exceptions and fling requirements for Form TD F 90-221 if "Yes," enter the name of the foreign country ▶  Part VILB3  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.  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?	15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		▶	· 🔲
over a bank, securities, or other financial account in a foreign country?  See the instructions for exceptions and filing requirements for Form TD F 90-221 if "Yes," enter the name of the foreign country   Part VILS Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any tem is checked in the "Yes" column, unless an exception applies.  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?		and enter the amount of tax-exempt interest received or accrued during the year			
Part VIBB   Statements Regarding Activities for Which Form 4720 May Be Required	16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority		Yes	No
Port VII-8   Statements Regarding Activities for Which Form 4720 May Be Required		over a bank, securities, or other financial account in a foreign country?	16		
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 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?		See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of			
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year did the foundation (either directly or indirectly)  11) Engage in the sale or exchange, or leasing of property with a disqualified person?					<u> </u>
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?	Par				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a				
disqualified person?					
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			i		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?					
(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)?.  (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).  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(0)-3 or in a current notice regarding disaster assistance (see instructions)?  Crganizations relying on a current notice regarding disaster assistance (see instructions)?  Crganizations relying on a current notice regarding disaster assistance (see instructions)?  Let W  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()(3) or 4942()(15)  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 we have 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  3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  3b Mo bif "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 foundation invest during the year any amount in					
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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?  2 Taxes on failure to distribute income (section 4942())(3) or 4942())(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?  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  3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  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?  4b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  4b X			-10		
were not corrected before the first day of the tax year beginning in 2012?  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?  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	c		į		
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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   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	2				
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6e, Part XIII) for tax year(s) beginning before 2012?	а	· · ·			
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)			}		
(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)		if "Yes," list the years			
all years listed, answer "No" and attach statement - see instructions)	b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)	ł		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to			_
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		all years listed, answer "No" and attach statement - see instructions }	2b		X_
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
at any time during the year?		<b>&gt;</b>			
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)	3a	· · · · · · · · · · · · · · · · · · ·			
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)		at any time during the year?			
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	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or			
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)		disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the	- 1		
foundation had excess business holdings in 2012)		Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of			
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? 4b X		foundation had excess business holdings in 2012)	3b		
charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X			4a		<u>X</u>
	b	· · · · · · · · · · · · · · · · · · ·			17
				O DE	

Par	VII-B Statements Regarding Activities for	r Which Form 47	720 May Be Requ	ired (continued)		
5a	During the year did the foundation pay or incur any amou	nt to			•	
	(1) Carry on propaganda, or otherwise attempt to influen	ce legislation (section	1 4945(e))?	Yes X N	o	
	(2) Influence the outcome of any specific public ele	ction (see section	4955), or to carry or	n,		
	directly or indirectly, any voter registration drive?			. Yes X N	lo	
	(3) Provide a grant to an individual for travel, study, or of	her sımilar purposes?		. Yes X N	o	
	(4) Provide a grant to an organization other than a	charitable, etc., org	ganization described i	n		
	section 509(a)(1), (2), or (3), or section 4940(d)(2)? (s				io	'
	(5) Provide for any purpose other than religious, ch	aritable, scientific,	literary, or educationa			
	purposes, or for the prevention of cruelty to children	or animals <sup>7</sup>		Yes X N	0	
ь	If any answer is "Yes" to 5a(1)-(5), did any of the				in	'
	Regulations section 53 4945 or in a current notice regard				5b	
	Organizations relying on a current notice regarding disast	er assistance check h	nere		. [ ]	
С	If the answer is "Yes" to question 5a(4), does the					
	because it maintained expenditure responsibility for the g		•			
	If "Yes," attach the statement required by Regulations sect					'
6a	Did the foundation, during the year, receive any fund		ectly, to pay premium	S	ļ	
	on a personal benefit contract?				•	
b	Did the foundation, during the year, pay premiums, directly				6ь	Х
	If "Yes" to 6b, file Form 8870					,
7a	At any time during the tax year, was the foundation a part	ty to a prohibited tax	shelter transaction?	. Yes X N	。	
ь	If "Yes," did the foundation receive any proceeds or have	any net income attrib	utable to the transactio	n <sup>2</sup>	7ь	
Part	VIII Information About Officers, Directors	, Trustees, Foun	dation Managers,	Highly Paid Emp	loyees,	<del></del>
1	List all officers, directors, trustees, foundation ma	anguers and their	compensation Issa	instructions\		
<u> </u>		(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Eynens	se account,
	(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation		owances
SEE	STATEMENT 8		-0-	-0-		-0-
		1			1	
					<u> </u>	
_					<u> </u>	
2	Compensation of five highest-paid employees "NONE."	(other than thos	se included on line	e 1 - see instructi	ons). If no	one, enter
(a)	Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit		se account,
		devoted to position		plans and deferred compensation	other and	owances
NON	E		NONE	NONE	N	ONE
			1			
						· — · <del></del>
Total	number of other employees paid over \$50,000 .	<del></del>		<i></i> <b>&gt;</b>	NO	
		· · · · · · · · · · · · · · · · · · ·		<del></del>	Form <b>99</b> (	<b>0-PF</b> (2012)

3 Five highest-paid independent contractors for professional services (see instru	ctions). If none, enter "NONI	<u>.</u> ,
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
IONE		NONE
		-
otal number of others receiving over \$50,000 for professional services		NON
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical i organizations and other beneficiaries served, conferences convened, research papers produced, etc.	nformation such as the number of	Expenses
1 NONE		
	- ''.	
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	12	Amount
1NONE		• •
2 		
All other program-related investments See instructions	-	
3NONE		
SINONE		
310000		

Pa	rt X Minimum Investment Return (All domestic foundations must complete this part. Forei see instructions.)	gn founda	itions,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		-
	purposes:		
а	Average monthly fair market value of securities	1a	2,903,883.
b	Average of monthly cash balances	1b	NONE NONE
С		1c	NONE
d		1d	2,903,883.
e	Reduction claimed for blockage or other factors reported on lines 1a and		2,303,003
	1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	1 2	NONE
3	Subtract line 2 from line 1d	3	2,903,883.
4	Subtract line 2 from line 1d  Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see	<del></del>	2,000,000.
Ť		4	43,558.
5	Instructions)  Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,860,325.
6	Minimum investment return. Enter 5% of line 5	6	143,016.
_	rt XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating		143,010.
ı a	foundations and certain foreign organizations check here  and do not complete this	part.)	
1	Minimum investment return from Part X, line 6	1	143,016.
	Tax on investment income for 2012 from Part VI, line 5 2a 2,874.	1 - 1	143,010.
b	Income tax for 2012 (This does not include the tax from Part VI.)	4	
c		2c	2,874.
3	Add lines 2a and 2b  Distributable amount before adjustments Subtract line 2c from line 1	3	140,142.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5		5	140,142.
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,		NONE
•		7	140 140
_	line 1		140,142.
Pa	rt XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	•	
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	143,055.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	143,055.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	143,055.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when cal qualifies for the section 4940(e) reduction of tax in those years	culating w	

Form **990-PF** (2012)

Pa	rt XIII Undistributed Income (see instruct	ions)			Page \$
1	Distributable amount for 2012 from Part XI,	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
	line 7				140,142.
2	Undistributed income, if any, as of the end of 2012				
а	Enter amount for 2011 only			NONE	
b	Total for prior years 20_10_, 20, 20		NONE		-
3	Excess distributions carryover, if any, to 2012				_
а	From 2007				
b	From 2008				
c	From 2009				
đ	From 2010				
е	From 2011 NONE				
f	Total of lines 3a through e	125,982.			
	Qualifying distributions for 2012 from Part XII,				
	line 4 ▶ \$143,055.				
а	Applied to 2011, but not more than line 2a			NONE	
	Applied to undistributed income of prior years				
	(Election required - see instructions)		NONE		
_	Treated as distributions out of corpus (Election				
·	required - see instructions)	NONE			
d	Applied to 2012 distributable amount				140,142
	Remaining amount distributed out of corpus	2,913.			
5	Excess distributions carryover applied to 2012	NONE			NON
	(If an amount appears in column (d), the same				
6	amount must be shown in column (a) ) Enter the net total of each column as indicated below:				
а	Corpus Add lines 3f, 4c, and 4e Subtract line 5	128,895.			
	Prior years' undistributed income Subtract				
_	line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable				
_	amount - see instructions		NONE		
е	Undistributed income for 2011 Subtract line				
	4a from line 2a Taxable amount - see			NONE	
T	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be				
	distributed in 2013				NONE
7	Amounts treated as distributions out of corpus				
	to satisfy requirements imposed by section	}			
	170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not				
	applied on line 5 or line 7 (see instructions)	25,245.			
9	Excess distributions carryover to 2013.				
-	Subtract lines 7 and 8 from line 6a	103,650.			
10	Analysis of line 9	,			
	Excess from 2008				
	Excess from 2009 41,655.				
	Excess from 2010 13,827.				
	27027				
d	Excess from 2011   NONE				

Form 990-PF (2012)			38-6055168	Page 1
Part XV Supplementary Information				
3 Grants and Contributions Paid Duri	ng the Year or Appi	oved for f	uture Payment	
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	
a Paid during the year				
GLEANERS COMMUNITY FOOD BANK OF SOUTHEASTERN			SUPPORT KIDSNACK PROGRAM IN	
2131 BEAUFAIT DETROIT MI 48207	NONE	EXEMPT	SEVILLAGE SCHLS	10,000.
STUDENT MENTOR PARTNERS				
22777 HARPER AVE ST CLAIRE SHORES MI 48080	NONE	EXEMPT	PROGRAM SERVICES	6,000.
			TROUGHT BERNTON	0,000.
JNIV OF DETROIT JESUIT HIGH SCHOOL				
8400 S CAMBRIDGE AVE. DETROIT MI 48221	NONE	EXEMPT	TUITION	1,000.
PROJECT SEED ATTN:DAN MULLIGAN			GRANT FOR 5+1 SERVICES TO	
2111 WOODWARD AVE. DETROIT MI 48201	NONE	EXEMPT	SEVILLAGE SCHOOLS	20,000.
JEFFERSON AVE. PRESBYTERIAN				
8625 E. JEFFERSON AVE DETROIT MI 48214	NONE	EXEMPT	GRANT FOR TUTORING TREE	28,000.
COMMUNITY FOUNDATION FOR SOUTHEASTERN MICHIG				
COMMUNITY FOUNDATION FOR SOUTHEASTERN MICHIG 333 WEST FORT ST DETROIT MI 48226-3134	NONE	EXEMPT	PROGRAM SERVICES	26 000
101 10225-3134	NONE	EXEMPI	PROGRAM SERVICES	26,000.
COVENANT HOUSE MICHIGAN		1		
2959 MARTIN LUTHER KING JR BLVD DETROIT MI	NONR	EXEMPT	PROGRAM SERVICES	10,000.
				10,000.
MACK AVENUE COMMUNITY CHURCH				
PO BOX 15692 DETROIT MI 48215	NONE	EXEMPT	PROGRAM SERVICES	13,500.
		1		•
THE VILLAGES COMMUNITY DEVELOPMENT				
8109 E JEFFERSON DETROIT MI 48214	NONE	EXEMPT	PROGRAM SERVICES	11,800.
		ł		
Total				126,300.
b Approved for future payment		T		120,300.
.,				
NONE				
		0.00		
		}		
	<del></del>	·	·-	

nter gross a	amounts unless otherwise indicated	Unrela	ated business income	Excluded by	section 512, 513, or 514	(e) Related or exempt
1 Program	service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	function income (See instructions)
_						
b						
c						
e f				-		
	and contracts from government agencies					
2 Members	ship dues and assessments					
	n savings and temporary cash investments			14	21,931.	
	s and interest from securities			14	49,647.	<del></del>
	al income or (loss) from real estate					
	financed property lebt-financed property			<del>-  </del>		
	income or (loss) from personal property			· <del>  -</del>		
	vestment income					
	oss) from sales of assets other than inventory			18	99,064.	
	me or (loss) from special events					
	ofit or (loss) from sales of inventory.					
=	venue a					
						-
С						
·						
		ļ				
d						
d e 2 Subtotal	Add columns (b), (d), and (e)				170,642.	170 (10
d e 2 Subtotal 3 Total. Ad	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e)					170,642
d e 2 Subtotal 3 Total. Ad	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calcu	ulations )			13	170,642
d e 2 Subtotal 3 Total. Ad	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calcu	ilations ) to the Ac	complishment of E	xempt Purpe		
d e 2 Subtotal 3 Total. Ad Gee worksho Part XVI-	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculationship of Activities	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Addice workshop Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad See workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to tl
d e 2 Subtotal 3 Total. Ad See workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Addice workshop Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
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d e 2 Subtotal 3 Total. Addice workshop Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to tl
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d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to tl
d e 2 Subtotal 3 Total. Ad Gee workshe Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to tl
d e 2 Subtotal 3 Total. Addice workshot Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to tl
d e 2 Subtotal 3 Total. Addice workshot Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to tl
d e 2 Subtotal 3 Total. Addice workshop Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Addice workshop Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the
d e 2 Subtotal 3 Total. Ad Gee worksho Part XVI- Line No.	Add columns (b), (d), and (e) dd line 12, columns (b), (d), and (e) eet in line 13 instructions to verify calculated and the second section of the section of the second section of the	ulations) to the Ac	complishment of E	xempt Purpo	oses ) of Part XVI-A contribut	ted importantly to the

	0-PF (20		Penardina Tra	refere To and Transc	etions :	38-6055168 and Relationships With Non	chari		ige 13
Part >	XVII	Exempt Organ		isters to and transa	ictions a	and Relationships with Non	cnari	table	,
		-	•		-	any other organization described		Yes	No
			ode (other than se	ection 501(c)(3) organiza	tions) or i	n section 527, relating to political			
	rganiza		a foundation to a	noncharitable avamet or	200120100	of:			
		•	-	noncharitable exempt or	_	OI:	1a(1)		X
							1a(1)		X
		ansactions:					10(2)		<del>  ^</del>
			charitable exemp	t organization			16(1)	İ	Х
(2	2) Purc	hases of assets from	m a noncharitable	e exempt organization			1b(2)	$\overline{}$	Х
							1b(3)		Х
							1b(4)		Х
(5	5) Loan	is or loan guarantee	es				1b(5)		X
(6	3) Perfo	ormance of services	s or membership	or fundraising solicitation	s		1ь(6)		X
							1c		X
		•				e. Column (b) should always show			
		_				on. If the foundation received less			
						ue of the goods, other assets, or s			
(a) Line	no	(b) Amount involved	(c) Name of nor	ncharitable exempt organization	(d) (	Description of transfers, transactions, and sha	ring arra	ngeme	nts
	-								
	-								
	-								
		<u>-</u>							
		<del></del>							
_									
		· · · · · ·		<del></del>					
			_						
						nore tax-exempt organizations			-
				er than section 501(c)(3))	or in sect	ion 527? Ņ/A ˈ	Y	es	_ No
<b>b</b> If	"Yes,"	complete the follow							
		(a) Name of organization	n e	(b) Type of organizatio	<u> </u>	(c) Description of relation	ship		
									-
	Under r	enalties of periury. Lideola	are that I have examine	d this return, including accompanyi	na schedules	and statements, and to the best of my knowled	ge and h	elief r	is true
Sign	correct,	and complete Declaration of	<i>A i</i>	payer) is based on all information of w	hich preparer h	and statements, and to the best of my knowled as any knowledge	g. 2010 L	J., 11	
Here		( nod/	(wehn	05/13/2013	F	resident May the IR with the pi	S discus reparer		
	Signa	ture of afficer or ustee	<u></u>	Date		(see instruction			below No
		U		•	-	13CC HISTOCHO	··-/· [_A\		

	•				
Paid	Print/Type preparer's name	Preparer's sign	pature / /	Date Check	if PTIN
_	WESLEY HIRSCHBERG	Weslun	Kroll Hill	05/09/2013 self-employe	ed P00162244
Prepar	Firm's name ► THUMSUN	REUTERS (TAX &	ACCOUNTING)	Firm's EIN ▶ 7	5-1297386
Use O	Ily Firm's address ► ONE NOR	TH DEARBORN ST.,	, 5TH FLÓOR		
	CHICAGO	. II.	60602	Phone no 312	-873-6900

Form **990-PF** (2012)

#### Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury

Internal Revenue Service

#### Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization **Employer identification number** THE HOLLEY FOUNDATION C/O THE PRIVATE BANK 38-6055168 Organization type (check one): Filers of: Section: Form 990 or 990-EZ 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions General Rule X For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II **Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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

Name of organization
THE HOLLEY FOUNDATION C/O THE PRIVATE BANK

Employer identification number 38-6055168

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is need	Part I	Contributors (see instructions)	). Use duplicate copies of Pa	irt I if additional space is needed
--	--------	---------------------------------	-------------------------------	-------------------------------------

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1_	DAVID V UIHLEIN FOUNDATION  735 N WATER ST STE 712  MILWAUKEE, WI 53202-4104	\$25,000.	Person X Payroll Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2_	ANONYMOUS DONORS	\$800.	Person X Payroll Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3_	ANONYMOUS	\$61.	Person  Payroli  Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroli Noncash (Complete Part II if there is
			a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	1 '
			a noncash contribution.)
		Total contributions	a noncash contribution.)  (d) Type of contribution  Person Payroll Noncash  (Complete Part II if there is

THE HOLLEY FOUNDATION C/O THE PRIVATE BANK

Employer identification number

38-6055168

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

(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3_	758 SHARES OF ALTRIA GROUP INC PUBLICLY TRADED STOCK CUSIP 02209S103	_	12/12/2012
		23,664.	_12/12/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$- <b>-</b>	

	Date	Date	Gross Sales	Cost or Other	Short-term
Description	Acquired	Sold	Price	Basis	Gain/Loss
PUBLICLY TRADED SECURITIES					
150 ILLUMINA INC	12/05/2011	01/10/2012	4 383 00	4 533 00	150 00
GENTEX CO	/13/201	/20/201	188.0	697.0	509
. EMC CORP. MA	8/18/201	/28/	4 694	14.	580.
4					;
INSTITUTIONAL CLASS	03/02/2012	06/28/2012	20,000.00	20,898.00	-898.00
600. CAVIUM INC	VAR	07/11/2012	13,949.00	16,613.00	4
650. GRAND CANYON EDUCATION INC	01/09/2012	08/13/2012	,981.	,873.0	,108.
325. VERA BRADLEY INC	03/14/2012	08/30/2012	7,019.00	١.	,912.
SPONSOR	04/27/2012	08/31/2012	730.00	863.00	-133.
250. GREEN MOUNTAIN COFFEE ROASTERS	04/30/2012	09/10/2012	7,727.00	11,928.00	-4,201.00
50000. FREDDIE MAC 1.5% 09/21/2016-201	09/29/2011	09/21/2012	50,000.00	50,000.00	
60. MITSUBISHI CORP SPONSORED ADR	04/27/2012	10/18/2012	2,140.00	2,588.00	-448.00
4344.049 JPMORGAN MORTGAGE-BACKED				1	
SECURITIES FUND	03/27/2012	11/14/2012	50,652.00	50,000.00	652.00
900. NXSTAGE MEDICAL INC	08/30/2012	12/13/2012	9,801.00	11,354.00	۳.
110. NIDEC CORP ADR	08/31/2012	12/21/2012	1,562.00	,200.	<u>.</u>
TOTAL PUBLICLY TRADED SECURITIES			195,826.00	209,592.00	-13,766.00
Totals			195,826.00	209,592.00	-13,766.00

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STATEMENT

THE HOLLEY FOUNDATION C/O THE PRIVATE BANK Schedule D Detail of Long-term Capital Gains and Losses

המינולווילויי	Acquired	Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
PUBLICLY TRADED SECURITIES					
50 TNTERCONTINENTALEXCHANGE INC	07/06/2010	01/08/2012	5 595 00	5 269 00	326 00
O. RESMED INC	6/01/200	2/06/201	399.0	352.0	047
JOHNSON	3/19/200	2/08/201	, 274.	40.0	1
175. ULTIMATE SOFTWARE GROUP INC	11/03/2008	/08/201	,638.	,449.0	,189.
275. PEPSICO INC.	05/12/2010	02/10/2012	, 53	١ ٠	-973.00
	10/27/2008	3/05/201	m	4	8,131.00
80000. LOWE'S COMPANIES INC LOWE'S CO					
INC 5.6%	02/04/2008	03/09/2012	82,005.00	80,528.00	1,477.00
50000. ELI LILLY & CO 6% 03/15/2012	11/02/1999	03/15/2012	50,000.00	50,000.00	
50000. WACHOVIA CORP 5.7% 08/01/2013	06/27/2007	03/16/2012	53,144.00	50,085.00	3,059.00
250. CHINA UNICOM ADR	12/10/2009	03/27/2012	4,262.00	3,321.00	941.00
SUNCOR ENERGY INC	VAR	04/04/2012	16,253.00		-110.00
60. CANADIAN NATURAL RESOURCES LTD	06/11/2009	04/12/2012	١	, 786.	197.00
ERNATIONAL ASA	10/26/2010	$\sim$	١ ٦	2,009.00	-114.00
55. ABB LTD SPONSORED ADR	06/22/2007	04/27/2012	1,036.00	1,240.00	-204.00
15. NOVO NORDISK A/S ADR	11/21/2006	04/27/2012	١ ٦	580.00	1,594.00
	01/26/2010	05/04/2012	5,546.00	١ ٦	١ ٠
NXSTAGE MEDICAL INC	03/01/2011	05/08/2012	10,566.00	,490.	-2,924.00
350. RESMED INC	06/01/2005	05/08/2012	11,720.00	5,488.00	6,232.00
75. TRANSDIGM GROUP INC	06/08/2010	05/15/2012	9,277.00	3,709.00	5,568.00
CANADIAN NATURAL RESOURCES LTD	06/11/2009	05/22/2012	2,127.00	2,083.00	44.00
SILICON LABORATORIES INC	VAR	06/01/2012	14,878.00	20,247.00	-5,369.00
50000. US TREASURY NOTES 3.75%					
	/18/	/06/2	58,924.00	52,166.00	6,758.00
밁	02/24/2009	06/28/2012	8,683.00	3,315.00	5,368.00
300. EMC CORP. MASS	01/26/2010	06/28/2012	, 04	5,316.00	-
50000. HEWLETT PACKARD CO 6.5%					
07/01/20	09/13/2007	07/01/2012	50,000.00	50,000.00	
115. ABB LTD SPONSORED ADR	06/22/2007	07/24/2012	1,798.00	2,593.00	-795.00
AUTOLI	$\prec$	07/24/2012	,092.	2,111.00	-19.00
NC	08/27/2010	08/30/2012	, 97	3,415.00	3,561.00
20. WESTPAC BKG CORP SPNS ADR	12/17/2008	08/31/2012	2,565.00	1,129.00	1,436.00
Totals					

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THE HOLLEY FOUNDATION C/O THE PRIVATE BANK Schedule D Detail of Long-term Capital Gains and Losses

Description   Description   Description	According to 10   10   10   10   10   10   10   10	Sold 09/20/2012 10/18/2012 10/18/2012 11/07/2012 11/07/2012 11/07/2012 11/07/2012 11/07/2012 11/14/2012 11/30/2012 12/07/2012 12/07/2012 12/28/2012	Price 1,695.00 4,193.00 3,696.00 8,080.00 4,590.00 5,737.00 9,244.00 16,234.00 16,234.00 75,000.00 67,595.00 67,595.00 67,595.00	Basis 2,048.0 6,138.0 2,991.0 10,175.0 3,459.0 5,118.0 12,497.0 13,880.0 61,124.0 61,124.0 61,009.0	Gain/Loss -353.00 -1,945.00 -2,095.00 -2,095.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -3,253.00 -1,615.00 -1,617.00 -1,617.00 -1,617.00 -1,617.00
NISSAN MOTOR CO LTD ADR		(1867) (187) (174) (174) (175) (176)	1,695. 4,193. 3,696. 8,080. 4,590. 5,737. 5,615. 5,615. 6,234. 6,234. 7,595. 6,000. 6,012.	2,048. 6,138. 2,991. 10,175. 10,175. 112,497. 113,880. 84,000. 67,383. 61,124. 61,124. 61,124.	-353. 945. 105. 131. 615. 615. 617. 617. 617. 613.
DANONE	02777	(188, 198, 198, 198, 198, 198, 198, 198,	4, 193. 3, 696. 4, 590. 4, 590. 5, 615. 5, 615. 6, 234. 7, 595. 6, 012.	6,138. 2,991. 10,175. 3,459. 5,118. 13,880. 13,880. 67,383. 61,124. 4,533. 61,124.	705. 095. 131. 619. 253. 354. 617. 617. 613.
POTASH CORP	72777 0077 0077 0077 0077 0077 0077 007	18 24 07 07 07 07 07 07 28 28 28	3,696. 8,080. 4,590. 5,737. 5,615. 5,615. 7,595. 4,392. 6,012.	2,991. 10,175. 3,459. 5,118. 12,497. 13,880. 67,383. 67,383. 61,124. 4,533. 909.	705. 095. 131. 619. 253. 354. 617. 617. 603.
. TORNIER NV . HARLEY DAVIDSON INC HARLEY DAVIDSON INC OCCIDENTAL PETROLEUM CORPORATION 06/10/2011 0. GENPACT LTD 2.657 JPMORGAN MORTGAGE-BACKED 08/24/2011 2.657 JPMORGAN MORTGAGE-BACKED 08/24/2011 2.657 JPMORGAN MORTGAGE-BACKED 08/24/2011 3.05 PIMCO ALL ASSET FUND 12/30/2009 00. GENERAL DYNAMICS CORP 5.375% 01/10/2008 00. GENERAL DYNAMICS CORP 5.375% 06/16/2011 0. VODAFONE GROUP INC 04/22/1993 ULTIMATE SOFTWARE GROUP INC 11/03/2008 PUBLICLY TRADED SECURITIES	(119 (119) (120) (110) (120) (120) (130) (130)	(24 (07 (07 (14 (28 (28 (28 (28 (28 (28 (28 (28 (28 (28	8,080. 4,590. 5,737. 6,234. 5,615. 5,000. 7,595. 4,392. 6,012.	10, 175. 3, 459. 5, 118. 12, 497. 13, 880. 67, 383. 67, 383. 61, 124. 61, 124. 61, 124.	619. 619. 253. 253. 354. 615. 617. 471. 603.
. HARLEY DAVIDSON INC HARLEY DAVIDSON INC OCCIDENTAL PETROLEUM CORPORATION 06/10/2011  O. GENPACT LTD 03/22/2011  2.657 JPMORGAN MORTGAGE-BACKED 08/24/2011  SECURITIES FUND 08/24/2011  9.375 PIMCO ALL ASSET FUND 12/30/2009  INSTITUTIONAL CLASS 01/10/2008  OO. GENERAL DYNAMICS CORP 5.375% 01/10/2008  . VODAFONE GROUP INC 04/22/1993  ULTIMATE SOFTWARE GROUP INC 11/03/2008	(19) (10) (10) (10) (10) (10) (10)	(07/ (07/ (07/ (30/ (28/ (28/	4,590. 5,737. 6,234. 6,234. 5,615. 7,595. 4,392. 4,392. 6,012.	3,459. 5,118. 12,497. 13,880. 84,000. 67,383. 61,124. 4,533.	619. 253. 354. 615. 617. 471. 603.
. HARLEY DAVIDSON INC.  . OCCIDENTAL PETROLEUM CORPORATION 06/10/2011 0. GENPACT LTD 03/22/2011 2.657 JPMORGAN MORTGAGE-BACKED 08/24/2011 SECURITIES FUND 08/24/2011 9.375 PIMCO ALL ASSET FUND 12/30/2009 INSTITUTIONAL CLASS 01/10/2008 00. GENERAL DYNAMICS CORP 5.375% 01/10/2008 . VODAFONE GROUP INC 04/22/1993 ULTIMATE SOFTWARE GROUP INC 11/03/2008	(10) (10) (10) (10) (03) (03)	(07/ (07/ (07/ (21/ (28/ (28/	5,737. 6,234. 6,234. 5,615. 5,000. 7,595. 4,392. 3,664. 6,012.	5,118. 12,497. 13,880. 84,000. 67,383. 61,124. 4,533. 909.	619. 253. 354. 617. 471. 603.
OCCIDENTAL PETROLEUM CORPORATION 06/10/2011  0. GENPACT LTD  2. 657 JPMORGAN MORTGAGE-BACKED 08/24/2011  SECURITIES FUND 9.375 PIMCO ALL ASSET FUND INSTITUTIONAL CLASS 00. GENERAL DYNAMICS CORP 5.375% 01/10/2008 00. GENERAL DYNAMICS CORP 5.375% 06/16/2011 ALTRIA GROUP INC 04/22/1993 ULTIMATE SOFTWARE GROUP INC 11/03/2008 PUBLICLY TRADED SECURITIES	(10) (22) (30) (16) (03) (03)	(07/ (14/ (21/ (28/ (28/	5,244. 5,615. 5,615. 7,595. 4,392. 6,012.	12,497. 13,880. 84,000. 67,383. 61,124. 4,533. 909.	,354. ,615. ,617. ,471. ,603.
0. GENPACT LTD 2.657 JPMORGAN MORTGAGE-BACKED SECURITIES FUND 9.375 PIMCO ALL ASSET FUND INSTITUTIONAL CLASS 00. GENERAL DYNAMICS CORP 5.375% 01/10/2008 . VODAFONE GROUP PLC ADR 06/16/2011 . ALTRIA GROUP INC 04/22/1993 ULTIMATE SOFTWARE GROUP INC 11/03/2008	(22 (30 (10 (16 (03 (03)	(07/ (21/ (28/ (28/	6,234. 5,615. 5,000. 7,595. 4,392. 3,664. 6,012.	13,880. 84,000. 67,383. 61,124. 4,533. 61.	.354. .615. .471. .471. .603.
2.657 JPMORGAN MORTGAGE-BACKED  SECURITIES FUND 9.375 PIMCO ALL ASSET FUND INSTITUTIONAL CLASS 00. GENERAL DYNAMICS CORP 5.375% 01/10/2008 . VODAFONE GROUP PLC ADR 06/16/2011 . ALTRIA GROUP INC ULTIMATE SOFTWARE GROUP INC PUBLICLY TRADED SECURITIES	/24 /30 /16 /22 /03	/14/ /30/ /21/ /28/ /28/	5,615. 5,000. 7,595. 4,392. 3,664. 6,012.	84,000. 67,383. 61,124. 4,533. 909.	615. 617. 471. -141. 603.
SECURITIES FUND       08/24/2011         9.375 PIMCO ALL ASSET FUND       12/30/2009         INSTITUTIONAL CLASS       12/30/2009         00. GENERAL DYNAMICS CORP 5.375%       01/10/2008         . VODAFONE GROUP PLC ADR       06/16/2011         . ALTRIA GROUP INC       04/22/1993         ULTIMATE SOFTWARE GROUP INC       11/03/2008         PUBLICLY TRADED SECURITIES	/24 /10 /16 /03 /03	/14/ /30/ /21/ /28/ /28/	5,615. 5,000. 7,595. 4,392. 3,664. 6,012.	67,383. 61,124. 4,533. 909.	615. 617. 471. -141. 603.
9.375 PIMCO ALL ASSET FUND  INSTITUTIONAL CLASS 00. GENERAL DYNAMICS CORP 5.375% 04/22008 05/16/2011 04/22/1993 ULTIMATE SOFTWARE GROUP INC  PUBLICLY TRADED SECURITIES	/30/ /16/ /03/ /03/	/30/ /07/ /21/ /28/	5,000. 7,595. 4,392. 3,664. 6,012.	67,383. 61,124. 4,533. 61.	.617. .471. -141. .603.
INSTITUTIONAL CLASS  00. GENERAL DYNAMICS CORP 5.375% 01/10/2008  . VODAFONE GROUP PLC ADR 06/16/2011  . ALTRIA GROUP INC 04/22/1993 ULTIMATE SOFTWARE GROUP INC 11/03/2008  PUBLICLY TRADED SECURITIES	/30/ /10/ /16/ /03/	/30/ /21/ /28/ /28/	5,000. 7,595. 4,392. 3,664. 6,012.	67,383. 61,124. 4,533. 61. 909.	.617. .471. -141. .603.
00. GENERAL DYNAMICS CORP 5.375% 01/10/2008 . VODAFONE GROUP PLC ADR 06/16/2011 . ALTRIA GROUP INC 04/22/1993 ULTIMATE SOFTWARE GROUP INC 11/03/2008 PUBLICLY TRADED SECURITIES	(10) (16) (03) (03)	/07/ /21/ /28/ /28/	7,595. 4,392. 3,664. 6,012.	61,124. 4,533. 61. 909.	.471. -141. ,603.
. VODAFONE GROUP PLC ADR 06/16/2011 . ALTRIA GROUP INC 04/22/1993 ULTIMATE SOFTWARE GROUP INC 11/03/2008 PUBLICLY TRADED SECURITIES	(16/ (03/ (03/	/21/ /28/ /28/	4,392. 3,664. 6,012.	4,533.	-141. ,603. ,103.
ULTIMATE SOFTWARE GROUP INC 11/03/2008 PUBLICLY TRADED SECURITIES	(03/	/28/ /28/	3,664. 6,012.	909.	,603. ,103.
ULTIMATE SOFTWARE GROUP INC 11/03/2008 1 PUBLICLY TRADED SECURITIES	/60/	2/28/	,012.	909.	,103.
PUBLICLY TRADED					
PUBLICLY TRADED				1100	
			782,067.00	686,055.00	96,012.00
Totals			782,067.00	686,055.00	96,012.00

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M 990PF, PART	

CHARITABLE PURPOSES	1,700.
ADJUSTED NET INCOME	NONE
NET INVESTMENT INCOME	NONE
REVENUE AND EXPENSES PER BOOKS	1,700.
DESCRIPTION	TAX PREPARATION FEE (NON-ALLOC TOTALS

STATEMENT

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STATEMENT

PROFESSIONAL FEES	
OTHER	
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	NET	INVESTMENT	INCOME	; ; ;	18,293.	7,349.	t t t 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	25,642.	
REVENUE	AND	EXPENSES	PER BOOKS	; ; ; ; ;	18,293.	7,349.		25,642.	
			DESCRIPTION		OTHER ALLOCABLE EXPENSES - 2%	INVESTMENT MGMT FEES-SUBJECT T		TOTALS	

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STATEMENT

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NET INVESTMENT INCOME	365.	656.
REVENUE AND EXPENSES PER BOOKS	365. 775. 291.	1,431.
DESCRIPTION	FOREIGN TAXES FEDERAL ESTIMATES - PRINCIPAL FOREIGN TAXES ON QUALIFIED FOR	TOTALS

SL9008 2LCB 05/09/2013 08:15:04

FORM 990PF, PART I - OTHER EXPENSES

REVENUE	AND	EXPENSES	PER BOOKS

DESCRIPTION

NET INVESTMENT INCOME 1 1 1 1

1,104. 1,104. 1,104. TOTALS OTHER NON-ALLOCABLE EXPENSE -

1,104.

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STATEMENT

FORM 990	PF, PART	' III - OTH	ER DECREASES	IN NET	WORTH OR	FUND BALANCES	

DESCRIPTION AMOUNT

ROUNDING 2012 SALES POSTED IN 2013

28,705.

2.

TOTAL 28,707.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: THE PRIVATE BANK - TRUST DEPT

ADDRESS: 38505 WOODWARD AVE SUITE 1300

BLOOMFIELD HILLS, MI 48304

TELEPHONE NUMBER: (248)988-8772

OFFICER NAME:

MARGARET E. HOLLEY

ADDRESS:

P.O. BOX 1421

CAREFREE, AZ 85377

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

REV. GEORGE M. HOLLEY

ADDRESS:

1846 HEYDON CT.

HENDERSON, NV 89014

TITLE:

VP-CHAIR OF PROGRAM

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

GREGG KUEHN

ADDRESS:

1756 12TH AVE.

GRAFTON, WI 53024

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

JACK KUEHN

ADDRESS:

5565 BRADY LANE

LOLO, MT 59847

TITLE:

TREAS. & CHAIR FIN.

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

BARBARA K. FRANK

ADDRESS:

10632 HIDDEN RESERVE CIRCLE

MEQUON, WI 53092

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

JOHN C. HOLLEY, JR

ADDRESS:

31447 SW COUNTRY VIEW LANE

WILSONVILLE, OR 97070

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

STEPHEN C. R. HOLLEY, JR

ADDRESS:

50 RIVER OAKS LANE

BASALT, CO 81621

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

LYNN KRUGMAN

ADDRESS:

19 SCOTTSDALE CT

LUTHERVILLE, MD 21093

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

DAANE DEVRIES

ADDRESS:

4335 NORTH 78TH ST. APT C 203

SCOTTSDALE, AZ 85251

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

EDWARD J. (CHIP) MILLER

ADDRESS:

278 KENWOOD COURT

GROSSE POINTE FARMS, MI 48236

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

ALFRED FISHER

ADDRESS:

681 LAKESHORE

GROSS POINTE SHORES, MS 48236

TITLE:

TRUSTEE EMERITUS

OFFICER NAME:

MARGERY H. UIHLEIN

ADDRESS:

268 GREEN BAY ROAD

CEDARBURG, WI 53012

TITLE:

TRUSTEE EMERITUS

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

DETROIT INVESTMENT FUND

ADDRESS:

600 RENAISSANCE CENTER SUITE 1710

DETROIT, MI 48243

TITLE:

INVESTMENT ADVISORS

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

16,738.00

16,738.00

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