Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: HARVEY RANDALL WICKES FOUNDATION	A Employer identification number: 38-6061470
Number and street (or P O box number if mail is not delivered to street address): 472 PLAZA NORTH, 4800 FASHION SQ. Room/suite:	B Telephone number (see instructions): 989-799-1850
City or town, state, and ZIP code: SAGINAW MI 48604	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 38,773,088 J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,219,043	1,117,505		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	295,991			
	b	Gross sales price for all assets on line 6a 3,631,127				
	7	Capital gain net income (from Part IV, line 2)		304,306		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	0	-384		
	12	**Total.** Add lines 1 through 11	1,515,034	1,421,427	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	110,408	38,339		72,069
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	20,705	15,529		5,176
	c	Other professional fees (attach schedule) STMT 2	69,823	69,823		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	37,531	2,924		5,108
	19	Depreciation (attach schedule) and depletion STMT 4	106	106		
	20	Occupancy	8,023	2,808		5,215
	21	Travel, conferences, and meetings				
	22	Printing and publications	2,920	2,920		
	23	Other expenses (att sch) STMT 5	11,926	3,824		7,102
	24	**Total operating and administrative expenses.** Add lines 13 through 23	261,442	136,273	0	94,670
	25	Contributions, gifts, grants paid	1,791,250			1,791,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,052,692	136,273	0	1,885,920
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-537,658			
	b	**Net investment income** (if negative, enter -0-)		1,285,154		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	49,332	21,102	21,102
	2	Savings and temporary cash investments	327,122	189,828	189,828
	3	Accounts receivable ▶ Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less· allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 6	311,371	311,371	193,593
	c	Investments – corporate bonds (attach schedule) SEE STMT 7	9,543,626	8,083,628	9,395,744
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 8	27,106,769	28,186,944	28,972,668
	14	Land, buildings, and equipment basis ▶ 9,637 Less accumulated depreciation (attach sch) ▶ STMT 9 9,484	259	153	153
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	37,338,479	36,793,026	38,773,088
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 10)	14,560	6,765	
	23	**Total liabilities** (add lines 17 through 22)	14,560	6,765	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	37,323,919	36,786,261	
	30	**Total net assets or fund balances** (see instructions)	37,323,919	36,786,261	
	31	**Total liabilities and net assets/fund balances** (see instructions)	37,338,479	36,793,026	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	37,323,919
2	Enter amount from Part I, line 27a	2	-537,658
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	36,786,261
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	36,786,261

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	GAINS FROM K-1S	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,315			8,315
b	3,622,812		3,326,821	295,991
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				8,315
b				295,991
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — **2** — 304,306

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3** — 304,306

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,751,257	37,893,260	0.046216
2010	1,554,168	35,381,399	0.043926
2009	1,849,744	31,263,502	0.059166
2008	2,004,415	37,492,637	0.053462
2007	2,150,940	44,022,521	0.048860

2	**Total** of line 1, column (d)	2	0.251630
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	0.050326
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	38,297,932
5	Multiply line 4 by line 3	5	1,927,382
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,852
7	Add lines 5 and 6	7	1,940,234
8	Enter qualifying distributions from Part XII, line 4	8	1,885,920

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	25,703
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	25,703
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	25,703
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,500		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	20,500
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	5,203
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ HUGO E. BRAUN, JR. Telephone no ▶ 989-799-1850
4800 FASHION SQUARE BLVD
Located at ▶ SAGINAW MI ZIP+4 ▶ 48604

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☒ Yes ☐ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X (No)
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11				

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
HARTLAND & CO CLEVELAND 1100 SUPERIOR AVENUE, E SUITE 1616 OH 44114	INVESTMENT SVCS	60,334
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	38,654,566
b	Average of monthly cash balances	1b	226,145
c	Fair market value of all other assets (see instructions)	1c	438
d	**Total** (add lines 1a, b, and c)	1d	38,881,149
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	38,881,149
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	583,217
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	38,297,932
6	**Minimum investment return.** Enter 5% of line 5	6	1,914,897

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,914,897
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 25,703		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	25,703
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,889,194
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,889,194
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,889,194

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,885,920
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,885,920
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,885,920

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,889,194
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			1,863,113	
b Total for prior years: 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,885,920				
a Applied to 2011, but not more than line 2a			1,863,113	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				22,807
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,866,387
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

DAA

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

HUGO E. BRAUN, JR. 989-799-1850
4800 FASHION SQ. BLVD. SAGINAW MI 48604

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

SEE STATEMENT 12

c Any submission deadlines:

N/A

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

SEE STATEMENT 13

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT				1,791,250
Total			▶ 3a	1,791,250
b Approved for future payment SEE ATTACHED STATEMENT				1,560,180
Total			▶ 3b	1,560,180

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,117,505	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	304,306	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 14		23,108		-384	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		23,108		1,421,427	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,444,535

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee: JH Braun Jr | Date: 5/14/13 | Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
LAURA M. EBEL	Laura M. Ebel	5/13/13	
Firm's name ▶ ANDREWS HOOPER PAVLIK PLC		PTIN	
Firm's address ▶ 5300 GRATIOT RD SAGINAW, MI 48638-6035		Firm's EIN ▶	
		Phone no 989-497-5300	

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AUDIT AND 990PF PREP FEES	$ 20,705	$ 15,529	$	$ 5,176
TOTAL	$ 20,705	$ 15,529	$ 0	$ 5,176

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MERRILL LYNCH INVESTMENT FEES	$ 150	$ 150	$	$
AGINCOURT CAPITAL INVESTMENT FEE	9,339	9,339		
HARTLAND & CO. INVESTMENT FEES	60,334	60,334		
TOTAL	$ 69,823	$ 69,823	$ 0	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	$ 29,500	$	$	$
PAYROLL TAXES	7,901	2,878		5,023
PROPERTY TAXES	130	46		85
TOTAL	$ 37,531	$ 2,924	$ 0	$ 5,108

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
4 DRAWER FILING CABINET							
10/15/77 $	263 $	263	S/L	10 $		$	$
4 DRAWER FILING CABINET							
2/15/81	316	316	S/L	10			
FILING CABINET							
11/19/85	225	225	S/L	10			
OFFICE EQUIPMENT							
1/05/89	606	606	S/L	10			
HIGH BACK CHAIR							
2/28/95	750	750	S/L	5			
OFFICE FURNITURE							
5/11/98	2,542	2,542	S/L	7			
(2) DICTATING MACHINES							
11/02/98	1,198	1,198	S/L	5			
4-DRAWER FILING CABINET							
8/22/02	1,449	1,377	S/L	10	72	72	
HP COMPUTER & MONITOR							
6/16/04	1,948	1,948	S/L	5			
LATERAL FILE							
6/18/07	340	153	S/L	10	34	34	
TOTAL $	9,637 $	9,378		$	106 $	106 $	0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MISCELLANEOUS	5,129	1,445		2,684
OTHER INSURANCE	6,797	2,379		4,418
TOTAL	$ 11,926	$ 3,824	$ 0	$ 7,102

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - CORPORATE STOCK	$ 311,371	$ 311,371	COST	$ 193,593
TOTAL	$ 311,371	$ 311,371		$ 193,593

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - BONDS	$ 9,543,626	$ 8,083,628	COST	$ 9,395,744
TOTAL	$ 9,543,626	$ 8,083,628		$ 9,395,744

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - MUTUAL FUNDS	$ 22,274,707	$ 22,679,882	COST	$ 22,293,469
SEE STMT - ALTERNATIVE INVESTMENTS	4,832,062	5,507,062	COST	6,679,199
TOTAL	$ 27,106,769	$ 28,186,944		$ 28,972,668

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDINGS/EQUIPMENT	$ 259	$ 9,637	$ 9,484	$ 153
TOTAL	$ 259	$ 9,637	$ 9,484	$ 153

Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
FEDERAL EXCISE TAX PAYABLE	$ 14,560	$ 6,765
TOTAL	$ 14,560	$ 6,765

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
HUGO E. BRAUN, JR. 4800 FASHION SQ. BLVD. SAGINAW MI 48604	PRESIDENT	20.00	75,000	0	0
MARY LOU CASE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	18.00	1,000	0	0
ELLEN E. CRANE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	1,000	0	0
PETER EWEND 4800 FASHION SQ. BLVD SAGINAW MI 48604	TRUSTEE	0.35	1,000	0	0
WILLIAM A. HENDRICK 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TREASURER	0.46	1,500	0	0
RICHARD HEUSCHELE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	500	0	0
CRAIG W. HORN 4800 FASHION SQ. BLVD. SAGINAW MI 48604	VICE PRES.	0.69	1,375	0	0
RICHARD KATZ 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	750	0	0
MICHELE PAVLICEK 4800 FASHION SQ. BLVD. SAGINAW MI 48604	SECRETARY	22.60	28,283	0	0

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
REQUESTS FOR FUNDS SHOULD BE IN WRITTEN FORM INCLUDING SPECIFIC DETAILS AS TO THE INTENDED USE OF THE FUNDS.

Statement 13 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CHARITABLE AND CIVIC ORGANIZATIONS LOCATED PRIMARILY IN THE SAGINAW, MICHIGAN AREA.

Statement 14 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
VARIOUS PARTNERSHIPS		$	14	$ -384	$
BUCKEYE PARTNERS BP - PTP	900001	23,108			
TC PIPELINES LP - PTP	900001	7,373			
ONEOK	900001	-7,373			
ENBRIDGE LP - PTP	900001	768			
ENBRIDGE LP - PTP - P/Y LOS	900001	-768			
TOTAL		$ 23,108		$ -384	$ 0

Form 990-PF, Part I, Line 11 - Other Income

Description	Book Income	Net Investment Income
BUCKEYE PARTNERS, LP - PTP		471
ONEOK PARTNERS, LP - PTP		(87)
TC PIPELINE, LP - PTP		(269)
ENTERPRISE PRODUCTS PARTNERS, LP - PTP		(474)
ENBRIDGE ENERGY PARTNERS, LP - PTP		(25)
	-	(384)

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part II, Line 10b - Corporate Stock Investments

	December 31, 2012		
	Shares	Cost	Market Value
Corporate stocks (common unless otherwise noted)			
Citizens Republic Bancorp	900	$ 108,008	$ 17,073
General Motors Co	4,000	203,363	176,520
Total corporate stocks		$ 311,371	$ 193,593

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	December 31, 2012		
	Maturity Value	Cost	Market Value
Bonds			
Aetna, Incorporated, 6.75% Debentures, due 9/15/13	$ 150,000	$ 149,304	$ 155,936
Aetna, Incorporated, 7.25% Debentures, due 8/15/23	150,000	145,266	184,562
Aetna, Incorporated, 7.625% Guarantee, due 8/15/26	200,000	210,959	254,690
Allstate Corp., 7.45% Notes, due 5/16/19	10,000	11,349	13,061
America Movil, 5.50% Notes, due 3/01/14	15,000	14,881	15,805

	Maturity Value	December 31, 2012 Cost	Market Value
Bonds (continued)			
America Movil, 5.75% Bonds, due 1/15/15	$ 5,000	$ 5,331	$ 5,485
America Movil, 5.625% Company Guaranteed, due 11/05/17	5,000	5,004	5,994
American Express, 7.25% Notes, due 5/20/14	30,000	32,404	32,641
Ameriprise Financial, 5.30% Bonds, due 3/15/20	10,000	10,310	11,826
Anadarko Petroleum Corp., 7.05% Debentures, due 5/15/18	159,000	155,798	184,651
AOL Time Warner, 7.70% Notes, due 5/01/32	10,000	12,253	13,951
Archer Daniels, 7.00% Notes, due 2/01/31	5,000	6,458	6,697
Astrazeneca PLC, 5.90% Notes, due 9/15/17	5,000	5,611	6,077
AT&T Inc., 6.40% Notes, due 5/15/38	15,000	16,664	19,412
AT&T Wireless SVCS, Inc., 8.75% Senior Notes, due 3/01/31	200,000	210,499	324,508
Atmos Energy, 4.95% Notes, due 10/15/14	10,000	9,869	10,725
Bank of America, 6.50% Notes, due 8/01/16	40,000	42,553	46,250
Baxter Intl., 4.50% Notes, due 8/15/19	5,000	5,006	5,780
Bear Stearns Co., 6.40% Notes, due 10/02/17	30,000	30,737	36,076
Bear Stearns Co., 4.735% REMIC, due 9/11/42	65,000	11,767	11,786
Beaver Valley Funding, 9.00% Debentures, due 6/01/17	10,000	9,663	10,176
Berkley WR Corp., 8.70% Debentures, due 1/01/22	186,000	191,403	236,324
Boeing, 8 625% Debentures, due 11/15/31	5,000	6,419	7,677
BP Capital MKTS, 3.20% Notes, due 3/11/16	25,000	25,087	26,653
British Tel., 9.625% Notes, due 12/15/30	10,000	12,686	15,855
Brunswick Corp., 7.125% Notes, due 8/01/27	100,000	93,576	102,250
Bunge Ltd. Fin CP, 8.50% Bonds, due 6/15/19	10,000	10,237	12,790
Burlington North, 5.75% Bonds, due 3/15/18	15,000	16,507	18,150
Burlington Resources, Inc., 6.875% Company Guaranteed, due 2/15/26	140,000	152,338	179,500
Canadian Natural Res., 5.70% Notes, due 5/15/17	15,000	15,617	17,727
Canadian Pacific, 7.25% Notes, due 5/15/19	15,000	15,977	18,597
Capital One Bank, 6.50% Notes, due 6/13/13	5,000	5,067	5,126
Capital One FNCL, 6.15% Notes, due 9/01/16	5,000	4,928	5,739
Capital One FNCL, 6.75% Bonds, due 9/15/17	15,000	18,269	18,244
Champion Intl. Corp., 7.35% Debentures, due 11/01/25	190,000	185,124	221,145
Citigroup Inc., 6.125% Notes, due 11/21/17	20,000	21,855	23,815
Cliffs Natural, 4.875% Bonds, 4/01/21	15,000	15,369	14,864
CNA Financial, 6.95% Bonds, due 1/15/18	200,000	202,099	240,628
Coca Cola HBC, 5.125% Notes, due 9/17/13	10,000	9,965	10,234
Comcast Corp, 5.90% Guaranteed Note, due 3/15/16	20,000	21,699	22,939

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2012 Cost	Market Value
Bonds (continued)			
Commercial Mtg. A3, Variable Rate REMIC, due 12/10/49	$ 25,000	$ 25,368	$ 26,270
Commercial Mtg. A4, Variable Rate REMIC, due 12/10/49	15,000	14,808	17,944
Conoco FDG Co., 7.25% Note, due 10/15/31	5,000	5,203	7,333
Conoco Inc., 6.95% Note, due 4/15/29	5,000	5,490	6,949
CSX Corp., 7.90% Debentures, due 5/01/17	20,000	21,651	25,063
CSX Corp., 6.25% Notes, due 3/15/18	5,000	5,558	6,102
CSX Corp., 8.625% Debentures, due 5/15/22	140,000	155,372	193,130
CVS Caremark, 2.75% Bonds, due 12/01/22	10,000	10,011	10,069
Dayton Hudson Corporation, 9.35% Notes, due 6/16/20	100,000	100,000	134,212
Delmarva Power & Light, 6.40% Bonds, due 12/01/13	15,000	15,012	15,768
Detroit Edison Co., 6.40% Senior Notes, due 10/01/13	20,000	20,324	20,883
Deutsche Teleko, 8.75% Company Guaranteed, due 6/15/30	10,000	11,664	14,952
Devon Fing Corp, 7.875% Debentures, due 9/30/31	5,000	6,551	7,256
Diago Cap PLC, 4.825% Notes, due 7/15/20	10,000	11,448	11,731
Disney Walt Co., 6.00% Notes, due 7/17/17	5,000	5,016	6,068
Dominion Resource, 5.15% Bonds, due 7/15/15	7,000	6,898	7,727
Dominion Resource, 8.875% Notes, due 1/15/19	10,000	13,292	13,669
DTE Energy, 6.35% Bonds, due 6/01/16	10,000	9,983	11,565
Duke Energy Field, 8.125% Bonds, due 8/16/30	50,000	49,234	64,524
El Paso Pipeline, 6.50% Bonds, due 4/01/20	5,000	5,568	6,075
Energy East Corp., 6 75% Notes, due 7/15/36	5,000	5,475	5,408
Entrprs. Pro Oper., 5.25% Notes, due 1/31/20	10,000	10,080	11,914
EQT Corp., 8.125% Bonds, due 6/01/19	10,000	10,782	12,336
Federal Express, 6.72% Bonds, due 1/15/22	20,000	8,273	14,230
FHLMC A7-6044, 5.50%, due 4/01/38	35,000	14,635	16,347
FHLMC A9-1538, 4.50%, due 3/01/40	75,000	40,176	41,747
FHLMC C0-9000, 3.50%, due 6/01/42	50,000	48,480	48,789
FHLMC C0-9004, 3.50%, due 7/01/42	185,000	185,569	186,610
FHLMC E0-9015, 2.50%, due 12/01/27	30,000	31,170	31,134
FHLMC G0-2794, 6.00%, due 5/01/37	60,000	8,711	10,114
FHLMC G0-8062, 5.00%, due 6/01/35	125,000	20,938	28,687
FHLMC G1-1649, 4.50%, due 2/01/20	125,000	12,996	20,538
FHLMC G1-1879, 5.00%, due 10/01/20	150,000	20,039	28,019
FHLMC G1-8246, 4.50%, due 4/01/23	454,528	96,423	97,762
FHLMC H1-1311, Variable Rate, due 2/01/36	190,000	23,399	30,181

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2012 Cost	December 31, 2012 Market Value
Bonds (continued)			
Florida Power, 6.40% Notes, due 6/15/38	$ 5,000	$ 5,875	$ 6,697
FNMA PL AB2092, 4.00%, due 1/01/41	105,000	93,143	99,836
FNMA PL AH2366, 3.50%, due 1/01/26	105,000	74,363	78,372
FNMA PL AH2659, 3.50%, due 1/01/26	30,000	19,343	20,514
FNMA PL MA0533, 4.00%, due 10/01/40	65,000	37,608	39,790
FNMA PL 735502, 6.00%, due 4/01/35	170,000	12,795	26,489
FNMA PL 735503, 6.00%, due 4/01/35	225,000	18,901	38,176
FNMA PL 745275, 5.00%, due 2/01/36	55,000	13,225	13,663
FNMA PL 745355, 5.00%, due 3/01/36	135,000	25,640	33,539
FNMA PL 942987, 6.00%, due 9/01/37	40,000	6,131	6,733
FNMA PL 948156, 5.50%, due 11/01/22	39,780	7,773	8,698
FNMA PL 995023, 5.50%, due 8/01/37	410,000	121,267	137,031
Gen Elec. Cap CP, 5.40% Med TRM NT, due 2/15/17	35,000	37,703	40,180
Glaxosmithkline, 5.65% Bonds, due 5/15/18	10,000	11,836	12,158
Goldman Sachs GP, 4.75% Global Bonds, due 7/15/13	100,000	99,374	102,097
Goldman Sachs GP, 6.15% SR Notes, due 4/01/18	10,000	10,419	11,765
Goodrich (B.F.), 7.00% Notes, due 4/15/38	75,000	78,028	107,603
Goodrich Corp., 6.125% Notes, due 3/01/19	10,000	10,199	12,358
HCP Inc., 6.70% Bonds, due 1/30/18	15,000	16,706	18,165
Hewlett Packard, 4.30% Bonds, due 6/01/21	10,000	10,064	9,894
Hewlett Packard, 4.375% Notes, due 9/15/21	5,000	5,033	4,951
Household Financing Co., 7.625% Global Bonds, due 5/17/32	240,000	252,013	304,519
ICI Wilmington, 5.625% Company Guaranteed Note, due 12/01/13	15,000	14,969	15,682
International BK Recon & Develop., 9.75% Note SER MTNC, due 10/08/18	50,000	56,381	74,322
International Paper Co., 7.95% Bonds, due 6/15/18	15,000	17,441	19,404
Interpublic Group, 6.25% Notes, due 11/15/14	10,000	10,645	10,838
Intuit Inc., 5.75% Bonds, due 3/15/17	10,000	10,805	11,541
ITT Hartford Group, Inc., 7.30% Debentures, due 11/01/15	100,000	100,831	113,812
JPMorgan Chase, 3.45% Notes, due 3/01/16	10,000	10,108	10,640
JPMorgan Chase, 3.1491% REMIC, due 8/15/46	10,000	10,125	10,451
JPMorgan Chase, 4.625% REMIC, due 3/15/46	100,000	18,359	18,285
JPMorgan Chase, 5.434% REMIC, due 1/15/49	20,000	18,321	19,517
JPMorgan Chase, 5.125% Subordinate Global Bonds, due 9/15/14	100,000	97,107	106,354
JPMorgan Chase, Variable Rate REMIC, due 6/12/41	25,000	23,551	26,478
JPMorgan Chase, Variable Rate REMIC, due 2/12/49	15,000	15,088	17,679

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2012 Cost	Market Value
Bonds (continued)			
JPMorgan Chase, Variable Rate REMIC, due 6/15/49	$ 40,000	$ 40,241	$ 42,393
JPMorgan Chase, Variable Rate REMIC, due 2/12/51	20,000	20,061	23,115
Kellogg Co., 3.125% Notes, due 5/17/22	10,000	9,938	10,484
Kinder Morgan Eng., 5.95% Bonds, due 2/15/18	20,000	20,873	23,926
Kohls Corp., 6.25% Senior Unsecured, due 12/15/17	10,000	10,796	11,950
Kroger, 6.40% Notes, due 8/15/17	10,000	10,935	12,067
Lakehead Pipeline LP, 7.125% Senior Notes, due 10/01/28	50,000	48,262	60,422
Life Tech Corp., 6.00% Notes, due 3/01/20	5,000	5,012	5,903
Life Technologies, 4.40% Notes, due 3/01/15	10,000	10,549	10,669
Lincoln National Corp., 4.30% Notes, due 6/15/15	15,000	15,396	16,081
Lockheed Martin Corp., 7.65% Notes, due 5/01/16	50,000	51,351	60,551
Lowes Companies, 6.875% Debentures, due 2/15/28	79,000	74,434	103,367
MacMillan Bloedel LTD, 7.70% Debentures, due 2/15/26	65,000	64,214	73,999
Macy's Retail Holdings, Inc., 7.45% Company Guaranteed, due 7/15/17	100,000	101,379	123,282
Merrill Lynch, 5.00% Bonds, due 1/15/15	100,000	91,440	106,830
Merrill Lynch, 6.40% Notes, due 8/28/17	5,000	5,031	5,896
MetLife Inc., 7.717% Notes, due 2/15/19	10,000	12,824	13,066
Midamer Eng. Hld., 6.125% Notes, due 4/01/36	15,000	14,538	18,964
Morgan Stanley, 5.375% Global Bonds, due 10/15/15	100,000	96,863	108,718
Motorola, Inc., 7.50% Debentures, due 5/15/25	120,000	119,332	151,284
Nabisco, Inc., 7.55% Debentures, due 6/15/15	130,000	130,943	150,760
National Rural, 10.375% Bonds, due 11/01/18	10,000	11,674	14,789
National Rural Utils., 5.45% Notes, due 4/01/17	10,000	9,854	11,711
News America Inc., 6.20% Notes, due 12/15/34	15,000	14,826	18,076
Norfolk Southern, 7.80% Notes, due 5/15/27	5,000	6,502	7,074
Norsk Hydro, 7.75% Debentures, due 6/15/23	15,000	16,919	20,922
Norsk Hydro, 7.75% Debentures, due 6/15/23	170,000	185,208	238,315
Norsk Hydro, 6.70% Notes, due 1/15/18	5,000	5,698	6,159
Novartis Secs., 5.125% Notes, due 2/10/19	10,000	10,868	11,913
Occidental Petroleum, 8.45% Notes, due 2/15/29	175,000	178,442	246,740
Ontario Province, 4.40% Notes, due 4/14/20	10,000	11,741	11,787
Owens & Minor, 6.35% Company Guaranteed, due 4/15/16	15,000	15,729	16,498
Pacific Bell, 6.625% Debenture, due 10/15/34	5,000	4,005	5,242
Pacific Gas & Electric, 5.625% Notes, due 11/30/17	10,000	10,287	12,068
Pemex Proj. Fndg., 5.75% Notes, due 3/01/18	20,000	21,669	23,346

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

		December 31, 2012	
	Maturity Value	Cost	Market Value
Bonds (continued)			
Philip Morris, 5.65% Notes, due 5/16/18	$ 15,000	$ 17,719	$ 18,241
Progress Energy Inc., 6.00% Notes, due 12/01/39	5,000	4,967	6,063
Prudential Financial, 7.375% Bonds, due 6/15/19	5,000	5,884	6,375
Prudential Financial, 3.00% Notes, due 5/12/16	20,000	19,994	21,111
Public Service of New Mexico, 7.50% Senior Notes, due 8/01/18	179,000	180,173	214,327
Pugent Sound Energy, 5.197% Notes, due 10/01/15	5,000	5,374	5,536
Pugent Sound Energy, 5.764% Notes, due 6/28/40	5,000	5,024	6,372
Pvngs II Funding, 8.00% Secured, due 12/30/15	31,000	31,370	32,622
Quebec Province Canada, 7.125% Debenture, due 2/09/24	10,000	13,680	13,878
Reed Els Cap., 8.625% Notes, due 1/15/19	15,000	18,421	19,231
Rio Tinto Fin., 3.50% Notes, due 11/02/20	15,000	14,759	15,863
Roper Industries, 6.25% Notes, due 9/01/19	15,000	16,067	17,950
Safeway Inc., 6.35% Senior Notes, due 8/15/17	5,000	5,680	5,682
Sara Lee Corporation, 0.00% Bond, due 9/22/13	700,000	674,607	697,676
Sempra Energy, 6.15% Notes, due 6/15/18	10,000	9,970	12,298
Shell International Finance, 6.375% Notes, due 12/15/38	5,000	5,000	6,974
Southern CA Gas, 5.50% Notes, due 3/15/14	5,000	5,084	5,292
Southern CA Gas, 5.45% Notes, due 4/15/18	20,000	21,770	23,981
Symantec Corp, 2.75% Notes, due 9/15/15	25,000	25,127	25,907
Target Corp., 7.00% Bonds, due 7/15/31	5,000	6,202	6,812
TC Pipelines LP, 4.65% Notes, due 6/15/21	10,000	10,098	10,684
TCI, Inc., 7.875% Debentures, due 2/15/26	100,000	116,139	140,556
TCI Commun. Inc., 8.75% Debentures, due 8/01/15	15,000	16,846	17,911
Telefonica, 6.221% Company Guaranteed, due 7/03/17	20,000	20,962	22,156
TimeWarner Cable, 6.75% Bonds, due 7/01/18	5,000	5,631	6,253
Time Warner Cos., Inc., 9.125% Notes, due 1/15/13	146,000	146,224	146,400
Time Warner Entertainment, 8.375% Debenture, due 3/15/23	10,000	12,556	14,086
Toyota Motor Credit, 3.20% Notes, due 6/17/15	20,000	20,134	21,200
Toyota Motor Credit, 2.80% Notes, due 1/11/16	5,000	5,206	5,267
TRW, Inc., 7.75% Debentures, due 6/01/29	70,000	68,013	93,995
Untied Health Gr., 6.875% Notes, due 2/15/38	10,000	11,335	13,715
United Tech., 6.125% Bonds, due 2/01/19	5,000	5,194	6,245
US Treasury Bond, 4.50% Bonds, due 8/15/39	100,000	129,991	132,078
US Treasury Note, 2.625% Notes, due 8/15/20	135,000	148,121	148,078
USX – Marathon Group, 8.50% Debentures, due 3/01/23	131,000	135,151	174,028

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

		December 31, 2012	
	Maturity Value	**Cost**	**Market Value**
Bonds (continued)			
Valero Energy 6.625% Notes, due 6/15/37	$ 5,000	$ 5,386	$ 6,153
Verizon Communications, 6.40% Notes, due 2/15/38	5,000	5,552	6,771
Verizon Global F., 7.75% Notes, due 12/01/30	5,000	5,511	7,313
Vodafone Group, 6.15% Unsecured, due 2/27/37	5,000	5,341	6,615
Wachovia Bank, Variable Rate REMIC, due 6/15/49	60,000	19,439	19,592
Wachovia Corp., 5.75% Bonds, due 2/01/18	25,000	28,050	29,993
Wachovia Corp., 5.25% Notes, due 8/01/14	10,000	9,906	10,646
Wal Mart Stores, 6.20% Senior Notes, due 4/15/38	5,000	5,606	6,776
Waste Management Inc., 6.10% Company Guaranteed, due 3/15/18	10,000	11,261	12,101
Waste Management Inc., 7.375% Notes, due 3/11/19	5,000	5,050	6,362
Wellpoint, 3.70% Notes, due 8/15/21	15,000	15,196	15,722
Xerox Corp., 6.40% Senior Notes, due 3/15/16	20,000	21,518	22,578
YUM Brands, 6.25% Bonds, due 3/15/18	15,000	16,830	18,229
Total bonds	$ 10,002,308	$ 8,083,628	$ 9,395,744

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 900-PF, Part II, Line 13 - Other Investments

	Shares	December 31, 2012 Cost	Market Value
Mutual funds			
DFA International Value Port. Inst. Class	183,095	$ 4,136,415	$ 3,039,372
Neuberger Berman Large Cap Disciplined Growth	360,622	2,266,928	2,603,694
Oppenheimer Developing Markets	32,791	1,034,140	1,143,740
Vanguard Mid Cap Index	64,248	1,899,897	2,067,502
Vanguard Windsor II Fund	54,379	3,357,624	2,834,797
Vanguard 500 Index	48,914	5,282,559	5,308,170
Virtus Quality Small Cap	77,905	908,255	978,486
William Blair International	145,423	2,870,838	3,335,995
William Blair Small Cap	39,810	923,226	981,713
Total mutual funds		$ 22,679,882	$ 22,293,469
Alternative investments			
Alternative Investment Group	N/A	$ 1,000,000	$ 1,103,639
Buckeye Partners LP	6,200	175,984	281,542
Enbridge Energy Partners LP	7,000	159,287	195,300
Enterprise Products Partners LP	9,741	176,022	487,829
Oneok Partners LP	6,400	123,650	345,536
PIMCO All Asset Instl. Class	178,869	2,224,412	2,250,172
TC Pipelines LP	6,300	147,707	254,268
Weatherlow Offshore Fund I Ltd. Class I A	1,500	1,500,000	1,760,913
Total alternative investments		$ 5,507,062	$ 6,679,199
		28,186,944	28,972,668

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part XV - Grants and Contributions Paid during the Year

Recipient Organization	Purpose	Foundation Status	Amount
Aleda E Lutx VA	Amigo Smartmover Electric Scooter	N/A	$ 1,370
Association of Small Foundations	Operations	Foundation	1,000
Cartwright Hospice Residence	Joanne Heuschele Memorial	N/A	100
Chesaning Area Emergency Relief	Food/consumables	N/A	5,000
Children's Christmas Store	Purchase of blankets	N/A	5,000
Citizens Research Council	Operations	N/A	5,000
City Rescue Mission of Saginaw	Food/consumables	N/A	5,000
Council of Michigan Foundations	Dues	Foundation	4,200
Council on Foundations	Dues	Foundation	3,530
Delta College	Electronic Medical Records	N/A	150,000
Delta College	Student Scholarships	N/A	20,000
Downtown Saginaw Association	Riverside Saginaw Film Festival	N/A	2,000
East Side Soup Kitchen	Food/consumables	N/A	5,000
Emmaus House	Food/consumables	N/A	5,000
Emmaus House	Repairs and upgrades to houses	N/A	11,500
First Ward Community Center	Food/consumables	N/A	5,000
First Ward Community Center	Lacer Program	N/A	75,000
Great Lakes Bay Foundation	Fall For The Arts Festival	N/A	20,000
Hidden Harvest	Expanded Food Distribution Initiative	N/A	15,000
Hidden Harvest	Food/consumables	N/A	5,000
Junior Achievement of Michigan	Operations	N/A	13,000
Major Chords of Minors	Instruments/Printer	N/A	2,000
Michigan Festivals and Events Association	Carriage House Renovations	N/A	5,000
Michigan Colleges Foundation	Operations	Foundation	5,000
Mid-Michigan Teen Challenge	Furniture & Appliances	N/A	8,000
Neighborhood House	Food/consumables	N/A	5,000
Old Town Soup Kitchen	Food/consumables	N/A	5,000
Operation Reach	After School Program	N/A	3,750
Pit and Balcony Theatre	Operations & Programs	N/A	20,000
READ Association	Operations	N/A	1,500
Saginaw Area Fireworks, Inc	4th of July display	N/A	2,000
Saginaw Arts & Enrichment Commission	Youth Series	N/A	6,000
Saginaw Bay Symphony Orchestra	Operations	N/A	20,000
Saginaw Children's Zoo	Jungle Play Park	N/A	40,000
Saginaw Choral Society	Operations	N/A	6,000
Saginaw Community Foundation	Backpack Program	Foundation	5,000
Saginaw Community Foundation	Deindorfer Woods Project Renovations	Foundation	25,000
Saginaw County Parks and Recreation	Phase IV Rail Trail/MNPTF Matching Fund	N/A	30,000
Saginaw County Youth Protection Council	Food/consumables	N/A	5,000
Saginaw County Youth Protection Council	8 Passenger Van	N/A	30,000
Saginaw Future, Inc	Economic development initiatives	N/A	50,000
Saginaw Habitat for Humanity	Equipment	N/A	23,300
Saginaw Valley Concert Association	Operations	N/A	6,000
Saginaw Valley State University	Endowed Chair in Nursing	Foundation	650,000
Saginaw Valley State University Foundation	Scholarships	Foundation	20,000
St Mary's of Michigan Foundation	Stealth Neurosurgery System	Foundation	25,000
Salvation Army	Food/consumables	N/A	5,000
Temple Theatre Foundation	Temple Theatre Facility	Private Foundation	250,000
Toys for Tots	Toys	N/A	1,000
Underground Railroad, Inc	Food/consumables	N/A	5,000
Underground Railroad, Inc	Improvements to Facilities	N/A	20,000
United Way of Saginaw County	Annual Campaign	N/A	50,000
United Way of Saginaw County	Americorps Substance Abuse Program	N/A	25,000
United Way of Saginaw County	START Program	N/A	15,000
United Way of Saginaw County	Best Practices for Non-Profits	N/A	15,000
YMCA	Teen & Family Action Agenda	N/A	50,000
			$ 1,791,250

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2012
Form 990-PF, Part XV - Grants and Contributions Approved for Future Payment

Recipient Organization	Purpose	Foundation Status	Amount
Central Michigan University College of	Building	N/A	$ 750,000
City Rescue of Mission of Saginaw	Shelter Renovations	N/A	100,000
Councin on Michigan Foundations	Dues	Foundation	4,900
Council on Foundations	Dues	Foundation	3,530
Delta College	Scholarships	N/A	40,000
Michigan Colleges Foundation	Operations	Foundation	15,000
Operation Reach	After School Program	N/A	3,750
Saginaw Arts & Enrichment Commission	Operations	N/A	12,000
Saginaw Bay Symphony Orchestra	Operations	N/A	60,000
Saginaw Choral Society	Purchase of Music	N/A	18,000
Saginaw County Sports Hall of Fame	History Display	N/A	15,000
Saginaw Future, Inc	Economic Development Initiatives	N/A	50,000
Saginaw Valley Concert Association	Operations	N/A	18,000
Saginaw Valley State University	Endowed Chair in Nursing	N/A	400,000
Saginaw Valley State University Foundation	Scholarships	N/A	20,000
United Way of Saginaw	Americorps Substance Abuse Program	N/A	25,000
YMCA	Teen & Family Action Agenda	N/A	25,000
			$ 1,560,180

Harvey Randall Wickes Foundation
38-6061470
12/31/2012

Form 990-PF, part VII-B, Line 5c

The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53 4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
The Temple Theatre	$ 250,000	12/5/2012	Operation & Maintenance	$ 250,000	No	3/9/2013	n/a