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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 01-01-2012 , and ending 12-31-2012

Name of foundation WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION C/O COMERICA BANK		A Employer identification number 38-6092543	
Number and street (or P O box number if mail is not delivered to street address) 49 WEST MICHIGAN AVENUE		B Telephone number (see instructions) (269) 966-6344	
City or town, state, and ZIP code BATTLE CREEK, MI 49017		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) ☒ \$ 3,334,848		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12	12		
	4 Dividends and interest from securities.	87,695	87,695		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	138,986			
	b Gross sales price for all assets on line 6a _____ 540,395				
	7 Capital gain net income (from Part IV , line 2)		138,986		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,600	0		
	12 Total. Add lines 1 through 11	228,293	226,693		
	13 Compensation of officers, directors, trustees, etc	50,594	26,002		24,592
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,900	950		950
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,043	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	885	0		885
	24 Total operating and administrative expenses. Add lines 13 through 23	58,422	26,952		26,427
	25 Contributions, gifts, grants paid	137,850			137,850
	26 Total expenses and disbursements. Add lines 24 and 25	196,272	26,952		164,277
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	32,021			
	b Net investment income (if negative, enter -0-)		199,741		
	c Adjusted net income (if negative, enter -0-)				

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	64,317	110,427	110,427
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	348,741	☒ 290,968	306,150
	b	Investments—corporate stock (attach schedule)	834,253	☒ 1,004,498	1,515,845
	c	Investments—corporate bonds (attach schedule).	1,071,972	☒ 945,411	999,404
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	400,153	☒ 400,153	403,022
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,719,436	2,751,457	3,334,848
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ 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	2,444,856	2,444,856	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	274,580	306,601	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,719,436	2,751,457	
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,719,436	2,751,457	

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	2,719,436
2	Enter amount from Part I, line 27a	2	32,021
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,751,457
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,751,457

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	138,986
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	177,245	3,330,564	0 053218
2010	137,597	3,243,805	0 042418
2009	206,229	3,042,087	0 067792
2008	179,636	3,500,286	0 051320
2007	201,872	3,865,120	0 052229

2	Total of line 1, column (d).	2	0 266977
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 053395
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,346,747
5	Multiply line 4 by line 3.	5	178,700
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,997
7	Add lines 5 and 6.	7	180,697
8	Enter qualifying distributions from Part XII, line 4.	8	164,277

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	3,995
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	3,995
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	3,995
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,920	
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	3,920
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	75
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-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶COMERICA BANK Telephone no ▶(269) 966-6344 Located at ▶49 W MICHIGAN AVE BATTLE CREEK MI ZIP +4 ▶49017			
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		
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

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

5b

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)?

No

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

7b

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

Part VIII

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

1

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

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

2

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

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

Total

number of other employees paid over \$50,000.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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 GRANTING EDUCATIONAL SCHOLARSHIPS	137,850
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3. 	0

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	3,271,017
b	Average of monthly cash balances.	1b	126,696
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,397,713
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,397,713
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	50,966
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,346,747
6	Minimum investment return. Enter 5% of line 5.	6	167,337

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	167,337
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,995
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,995
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	163,342
4	Recoveries of amounts treated as qualifying distributions.	4	1,600
5	Add lines 3 and 4.	5	164,942
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	164,942

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	164,277
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	164,277
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	164,277
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				164,942
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				10,989
b From 2008.				4,482
c From 2009.				52,339
d From 2010.				
e From 2011.				14,600
f Total of lines 3a through e.	82,410			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 164,277				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				164,277
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	665			665
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	81,745			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	10,324			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	71,421			
10 Analysis of line 9				
a Excess from 2008. . . .				4,482
b Excess from 2009. . . .				52,339
c Excess from 2010. . . .				
d Excess from 2011. . . .				14,600
e Excess from 2012. . . .				

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

COMERICA BANK TRUST DIVISION
49 WEST MICHIGAN AVENUE
BATTLE CREEK, MI 49017
(269) 966-6344

b

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

APPLICATION FORMS & INFORMATION AVAILABLE AT THE ABOVE LOCATION

c

Any submission deadlines

NOVEMBER 15

d

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

GRADUATES OF BATTLE CREEK AREA HIGH SCHOOLS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	137,850
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					12
4	Dividends and interest from securities. . . .			14	87,695	
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	138,986	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a <u>RETURN OF SCHOLARSHIPS</u>					1,600
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		226,681	1,612
13	Total. Add line 12, columns (b), (d), and (e).			13		228,293

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
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 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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

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

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

**Paid
Preparer
Use
Only**

Form **990-PF** (2012)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
325 SHARES OF FRANKLIN RES INC	P	2011-01-07	2012-02-08
1375 SHARES OF DISNEY WALT CO	P	2009-10-15	2012-02-08
1700 SHARES OF AGL RESOURCES	P	2003-04-30	2012-02-08
50000 UNITS OF GOLDMAN SACHS 5 3% 02/14/2012	P	2007-09-21	2012-02-14
200 SHARES OF CELGENE CORP	P	2010-11-03	2012-04-13
75000 UNITS OF AT&T INC 4 95% 01/15/2013	P	2008-02-14	2012-07-02
3300 SHARES OF MYLAN LABS INC	P	2009-07-02	2012-12-07
675 SHARES OF RAYTHEON COMPANY	P	2009-10-29	2012-12-07
500 SHARES OF LABORATORY CORP OF AMER HLDGS	P	2003-02-05	2012-12-07
50000 UNITS OF UNITED STATES TREASURY 1 125% 01/15/2021	P	2011-11-02	2012-12-18
40874 431 BASIS SHARES OF FEDERATED ADJUSTABLE RATE SECS F	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
38,002		35,919	2,083
56,711		39,969	16,742
70,379		43,823	26,556
50,000		49,763	237
15,633		12,429	3,204
76,846		76,798	48
89,598		41,349	48,249
38,629		30,757	7,872
42,419		12,830	29,589
62,027		57,772	4,255
151			151

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,083
			16,742
			26,556
			237
			3,204
			48
			48,249
			7,872
			29,589
			4,255
			151

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE BARNEY	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
COMERICA BANK	TRUSTEE 1 00	50,594	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
DAVID P LUCAS	PRESIDENT 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
DONNA GRAY	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
JOHN STETLER	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
KATHY SHAW	VICE PRESIDENT 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
KIM BRUBAKER	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
LORI A HILL	SECRETARY 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
LYNN WARD GRAY	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
MARILYN BURTRUM	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
MICHAEL EVANS	EXECUTIVE DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
MIKE COPE	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
PAT HOWARD	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
SANDRA MELGES	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
STEVE SKALKA	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				
TERANCE LUNGER	DIRECTOR 0 00	0	0	0
49 W MICHIGAN AVE BATTLE CREEK, MI 49017				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NICOLE A ARMOUR 20515 M-37 BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	1,050
CODY A BARNEBEE 2250 HOLLISON BEACH BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	1,600
JONATHAN M BARRY 13517 8 MILE ROAD BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	2,300
ZACHARY BERNING 204 WATTLES ROAD SOUTH BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	2,300
SAMUEL BIGLEY 10151 EAST ML AVENUE GALESBURG,MI 49053	NONE	N/A	EDUCATIONAL	1,600
ALLISON CABLE 14314 NINE MILE ROAD BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	1,600
AUBREE R CABLE 312 GOLDENVIEW DRIVE BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	1,500
EMILY CAMERON 4 NORTH 31ST STREET BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
ERIC CAREY 221 LYNWOOD DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
BRITTANY COCHRANE 158 WEST BATTLE CREEK ST GALESBURG,MI 49053	NONE	N/A	EDUCATIONAL	1,000
GRANT A DEMOSS 3971 CAPITAL AVENUE SW 2 BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
KATELYN E DERRY 828 EDGEHILL PLACE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
RASHIDA T DOTSON 282 GARFIELD AVENUE BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	2,300
DEVONTAE DRAPER 323 PINE KNOLL DRIVE APT 3A BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	1,600
BRENDAN EGAN 107 ELSINORE LANE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHANNON K EGAN 107 ELSINORE LANE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	1,000
KRISTINA E FARNHAM 7964 SOUTH 45TH STREET CLIMAX,MI 49034	NONE	N/A	EDUCATIONAL	2,300
SHAAN C GANDHI 5 CHATSWOOD LANE BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	2,300
NATHANIEL P GARRETT 13980 6 1/2 MILE ROAD BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	1,600
MARY GONZALES 13461 9 MILE ROAD BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	1,000
ADAM GOSS 313 MILLER AVE BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	500
MACEY GRAMMER 26 CHESTNUT ST BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	1,650
SARAH N HALBERT 99 WEBBER STREET BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	1,000
MILAN HARDEN 120 CHERRY ST BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	2,300
BEI HE 582 RIVERSIDE DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
ROY HERPIN III 18 POWEL ROAD BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	1,600
BRADLEY HICKS 11317 F DRIVE SOUTH CERESCO,MI 49033	NONE	N/A	EDUCATIONAL	2,300
VAN SUI HNEM 719 AVENUE A APT 3B BATTLE CREEK,MI 49037	NONE	N/A	EDUCATIONAL	2,300
TLUANG HNIAN 347 LAKESHORE DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
KYLE C HOLT 2605 SPEEDWELL LANE LAFAYETTE,IN 47909	NONE	N/A	EDUCATIONAL	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ISAMAR HURTADO 12 BUCKEYE ST BATTLE CREEK,MI 49037	NONE	N/A	EDUCATIONAL	1,000
MARIA G HURTADO 12 BUCKEYE ST BATTLE CREEK,MI 49037	NONE	N/A	EDUCATIONAL	1,600
ERIN E JACOBS 297 ORCHARD AVE BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	1,150
NICOLETTE D JOHNSON 127 CANDLEWOOD LANE BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	2,300
CHELSEA M KAZLAUSKAS 195 EASTWAY DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	1,600
FELICIA KNOX 8301 CALVIN ROAD BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	2,300
TOSCA LE 7 NORTH CEDAR AVENUE BATTLE CREEK,MI 49037	NONE	N/A	EDUCATIONAL	1,600
ALEXIS LEE 262 BLACKHAWK DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	1,600
KARISSA LEE 262 BLACKHAWK DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
XIAO XIN LIANG 218 SOUTH 22ND STREET BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
EMILIE LUSSIER 712 KNOLLWOOD DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	1,600
SUBHASHREE MALLIKA KRISHNAN 40482 CINNAMON CIRCLE CANTON,MI 48187	NONE	N/A	EDUCATIONAL	2,300
EDITH MEJIA 34 HORTON STREET BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	2,300
KATHRYN MEYERS 13084 EAST MN AVENUE CLIMAX,MI 49034	NONE	N/A	EDUCATIONAL	3,350
IRENE NUNUK 1368 E GRAND RIVER APT 13 BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ASHLEY PALMER 36 E TERRITORIAL ROAD BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
KEANU PALMER 181 ARBOR POINTE DRIVE BATTLE CREEK,MI 49037	NONE	N/A	EDUCATIONAL	2,300
SAMUEL L PARSONS 334 RIVERSIDE DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,300
STACI PESSETTI 662 TIMBERLANE DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	1,150
ALYSSA PETERSON 4186 E KIRBY ROAD BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	1,150
AUBRIE PHENIX 12900 EAST TS AVENUE SCOTTS,MI 49088	NONE	N/A	EDUCATIONAL	1,600
ASHLEY PLUSHNIK 651 SPRUCE STREET SAN FRANCISCO,CA 94118	NONE	N/A	EDUCATIONAL	2,300
JAMIE L PROBST 210 EAST KINGMAN AVE BATTLE CREEK,MI 49014	NONE	N/A	EDUCATIONAL	2,300
JENIFER PUI 4263 W DICKMAN ROAD APT 3D BATTLE CREEK,MI 49037	NONE	N/A	EDUCATIONAL	1,600
JULIE REPKE 505 SARAH ST GALESBURG,MI 49053	NONE	N/A	EDUCATIONAL	1,600
MICHELLE REPKE 505 SARAH ST GALESBURG,MI 49053	NONE	N/A	EDUCATIONAL	2,300
BRYCE A RUCKER 64 LATTA STREET BATTLE CREEK,MI 49017	NONE	N/A	EDUCATIONAL	2,300
SARAH E SHIELDS 2626 EAST PARK AVE APT 8108 TALLAHASSEE,FL 32306	NONE	N/A	EDUCATIONAL	2,300
JOSHUA R SHUMATE 160 BECKWITH DRIVE BATTLE CREEK,MI 49015	NONE	N/A	EDUCATIONAL	2,200
AMANDA SINGER 2000 GOLDSWORTH VALLEY APT X-4 KALAMAZOO,MI 49008	NONE	N/A	EDUCATIONAL	2,300

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
IMMANUEL R SINGH 20 MONTFORD STREET BATTLE CREEK, MI 49017	NONE	N/A	EDUCATIONAL	2,300
NICHOLAS STAUFFER 26 E TERRITORIAL ROAD BATTLE CREEK, MI 49014	NONE	N/A	EDUCATIONAL	2,300
CHELSEA STIERLE 353 SURBY AVENUE BATTLE CREEK, MI 49015	NONE	N/A	EDUCATIONAL	2,300
ALYSIA TALAMANTEZ 21276 WAUBASCON ROAD BATTLE CREEK, MI 49017	NONE	N/A	EDUCATIONAL	2,300
SHANNON TURNER 11241 BROWN ROAD BATTLE CREEK, MI 49014	NONE	N/A	EDUCATIONAL	1,600
MAXWELL L VANDERPOOL 12521 NORTH SHERMAN LAKE DRIVE AUGUSTA, MI 49012	NONE	N/A	EDUCATIONAL	2,300
CHELSAE WARD 151 KELWOOD LANE BATTLE CREEK, MI 49015	NONE	N/A	EDUCATIONAL	2,300
BRITTNIE T WATKINS 2141 CHERTSEY DRIVE UNIT D LAS VEGAS, NV 89108	NONE	N/A	EDUCATIONAL	2,300
KRISTIN WILLIS 19811 JESSUP ROAD BATTLE CREEK, MI 49014	NONE	N/A	EDUCATIONAL	2,300
KARA WILSON 2731 KISTLER DRIVE BATTLE CREEK, MI 49014	NONE	N/A	EDUCATIONAL	1,000
COURTNEY G WRIGHT 38 MASSACHUSETTS AVE BATTLE CREEK, MI 49014	NONE	N/A	EDUCATIONAL	1,650
LOREN WRIGHT 120 NORTH LAVISTA BLVD BATTLE CREEK, MI 49015	NONE	N/A	EDUCATIONAL	2,300
Total  3a				137,850

TY 2012 Accounting Fees Schedule**Name:** WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION

C/O COMERICA BANK

EIN: 38-6092543

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PLANTE & MORAN, PLLC	1,900	950		950

**TY 2012 Investments Corporate
Bonds Schedule**

Name: WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION
C/O COMERICA BANK

EIN: 38-6092543

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER BUSCH COS INC 4.95%	75,622	78,355
BANK OF AMERICA CORP 5.375%	49,839	52,842
CATERPILLAR INC 5.7% 08/15/2016	78,851	87,008
CISCO SYS INC 5.5% 02/22/2016	76,453	85,729
COCA COLA CO NT 1.5% 11/15/2015	50,797	51,203
COLGATE PALMOLIVE CO MEDIUM	50,847	50,495
GENERAL ELEC CAP CORP 4.375%	51,804	54,495
HONEYWELL 5.4% 03/15/2016	78,303	85,785
JPMORGAN CHASE & CO 5.75%	50,556	50,000
KIMBERLY CLARK CORP 4.875%	75,711	83,330
LOWES COS INC 5% 10/15/2015	76,130	83,782
NATIONAL RURAL UTILS COOP FIN	51,400	51,256
PEPSICO INC SR NT 3.125%	52,392	53,584
PITNEY BOWES INC 5% 03/15/2015	75,693	78,821
WELLS FARGO COMPANY 3.75%	51,013	52,719

TY 2012 Investments Corporate
Stock Schedule

Name: WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION
C/O COMERICA BANK
EIN: 38-6092543

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC	43,800	66,522
AUTOZONE INC	32,958	70,886
CATERPILLAR INC	15,881	17,922
COCA COLA CO	36,049	47,125
CONOCOPHILLIPS	27,332	28,995
DIRECTV	17,607	20,064
EDWARDS LIFESCIENCES CORP	34,257	33,814
EMC CORP	30,165	45,540
EXXON MOBIL CORPORATION	14,987	86,550
FISERV INC	33,943	33,588
GENERAL ELECTRIC	4,792	37,782
GRAINGER W W INC	34,428	70,830
IBM CORP	24,427	47,887
INVESCO LTD	34,665	36,526
ITC HLDGS CORP	35,782	36,532
JOHNSON & JOHNSON	32,934	42,060
JPMORGAN CHASE & CO	36,047	37,374
MACYS INC	35,870	39,020
MICROSOFT CORP	39,639	38,729
NEWMONT MNG CORP	35,886	34,830
NIKE INC CL B	34,750	61,920
NORFOLK SOUTHERN CORP SOUTHERN	34,152	29,374
OCCIDENTAL PETROLEUM CORP	34,449	32,559
ORACLE CORPORATION	2,905	41,650
PHILIP MORRIS INTL INC	29,243	50,184
PHILLIPS 66	8,618	13,275
QUALCOMM INC	43,485	46,395
SCHLUMBERGER LTD	35,780	34,649
STRYKER CORP	4,734	54,820
TARGET CORP	35,754	34,023

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRAVELERS COS INC	42,119	71,820
UNITED TECHNOLOGIES CORP	18,759	49,206
VERIZON COMMUNICATIONS	35,121	40,025
VISA INC CL A	43,180	83,369

TY 2012 Investments Government Obligations Schedule

Name: WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION
C/O COMERICA BANK

EIN: 38-6092543

US Government Securities - End of	
Year Book Value:	0
US Government Securities - End of	
Year Fair Market Value:	0
State & Local Government	
Securities - End of Year Book	
Value:	290,968
State & Local Government	
Securities - End of Year Fair	
Market Value:	306,150

TY 2012 Investments - Other Schedule

Name: WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION
C/O COMERICA BANK

EIN: 38-6092543

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FEDERATED ADJUSTABLE RATE SECS F	AT COST	400,153	403,022

TY 2012 Other Expenses Schedule**Name:** WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION

C/O COMERICA BANK

EIN: 38-6092543

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MICH ANNUAL REPORT	20	0		20
INSURANCE	865	0		865

TY 2012 Other Income Schedule**Name:** WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION

C/O COMERICA BANK

EIN: 38-6092543

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RETURN OF SCHOLARSHIPS	1,600		1,600

TY 2012 Taxes Schedule**Name:** WINSHIP MEMORIAL SCHOLARSHIP FOUNDATION

C/O COMERICA BANK

EIN: 38-6092543

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	5,043	0		0