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 , 2012, and ending , 20

Name of foundation
Parmelee Foundation, Inc.

A Employer identification number
43-6045896

Number and street (or P O box number if mail is not delivered to street address)
8101 Lenexa Drive

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
Lenexa, KS 66214

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 ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☑ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 846056

J Accounting method: ☐ 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).)*

			(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	12311	12311	12311	
	4	Dividends and interest from securities	10093	10093	10093	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	(1395)			
	b	Gross sales price for all assets on line 6a 307423				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	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)				
	12	**Total.** Add lines 1 through 11	21009	22404	22404	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	3760	3760	3760	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	186			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	77	77	77	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4023	3837	3837	
	25	Contributions, gifts, grants paid	55900			55900
	26	**Total expenses and disbursements.** Add lines 24 and 25	59923	3837	3837	55900
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(38914)			
	b	**Net investment income** (if negative, enter -0-)		18567		
	c	**Adjusted net income** (if negative, enter -0-)			18567	

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	17200	3450	3450
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	0	114	114
	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 (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)	377054	390240	410355
	b	Investments—corporate stock (attach schedule)	421739	381578	432137
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	815993	775382	846056
Liabilities	17	Accounts payable and accrued expenses	889	0	
	18	Grants payable			
	19	Deferred revenue	12507	11699	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	13396	11699	
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	586540	586540	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	(49609)	(49609)	
	29	Retained earnings, accumulated income, endowment, or other funds	265666	226752	
	30	**Total net assets or fund balances** (see instructions)	802597	763683	
	31	**Total liabilities and net assets/fund balances** (see instructions)	815993	775382	

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	802597
2	Enter amount from Part I, line 27a	2	(38914)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	763683
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	763683

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 schedule of gains and losses attached (Sch D)	P	various	various
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	307423		308818	(1395)
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

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	(1395)
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	(8851)

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	54567	897801	.0608
2010	54763	878362	.0623
2009	55967	846826	0661
2008	54679	935080	.0585
2007	53100	1002074	.0530

2	**Total** of line 1, column (d)	2	.3007
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	.0601
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	869395
5	Multiply line 4 by line 3	5	52251
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	186
7	Add lines 5 and 6	7	52437
8	Enter qualifying distributions from Part XII, line 4	8	55900

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	186
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	186
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	186
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 300		
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	300
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	114
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 114 **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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ T L Meyers Telephone no. ▶

Located at ▶ Lenexa, KS ZIP+4 ▶ 66214

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		✓
	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		
	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		✓
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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**

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** 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? **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
No compensated employees				

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 ▶

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 . . . . ▶

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	
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 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	882634
	b	Average of monthly cash balances		1b	
	c	Fair market value of all other assets (see instructions)		1c	
	d	**Total** (add lines 1a, b, and c)		1d	882634
	e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2		Acquisition indebtedness applicable to line 1 assets		2	0
3		Subtract line 2 from line 1d		3	882634
4		Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	13239
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	869395
6		**Minimum investment return.** Enter 5% of line 5		6	43470

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	43470
2a	Tax on investment income for 2012 from Part VI, line 5	2a	186		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	186
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	43284
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	43284
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	43284

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	55900
	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	55900
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	186
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55714

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					43284
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only				NONE	
b	Total for prior years: 20___,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	3799				
b	From 2008	8467				
c	From 2009	14042				
d	From 2010	10706				
e	From 2011	11723				
f	**Total** of lines 3a through e		48737			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 55900					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required—see instructions)			NONE		
c	Treated as distributions out of corpus (Election required—see instructions)		NONE			
d	Applied to 2012 distributable amount					43284
e	Remaining amount distributed out of corpus		12616			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		61353			
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)		3799			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		57554			
10	Analysis of line 9:					
a	Excess from 2008	8467				
b	Excess from 2009	14042				
c	Excess from 2010	10706				
d	Excess from 2011	11723				
e	Excess from 2012	12616				

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 ⅔ 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).)

NONE

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.

NONE

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:

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

c Any submission deadlines:

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

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 Schedule A				55900
Total . . . . ▶ 3a				55900
b *Approved for future payment*				
NONE				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(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			14	12311	
4 Dividends and interest from securities			14	10093	
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	(1395)	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				21009	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 21009

(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

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

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.

▶ 6/20/13 ▶ Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

PARMELEE FOUNDATION INC 100263

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
.5 ADT CORP	07/02/2012	10/01/2012	19.12	17.33	1.79
70. ALTERA CORP	07/07/2011	06/14/2012	2,284.43	3,377.43	-1,093.00
10. AMAZON COM INC	10/31/2011	01/23/2012	1,859.96	2,136.48	-276.52
20. BED BATH & BEYOND INC	09/29/2011	06/14/2012	1,441.69	1,181.64	260.05
50. CERNER CORP	08/17/2012	10/23/2012	3,393.34	3,889.57	-496.23
1372.882 DODGE & COX FUNDS INTERNATIONAL STOCK FUND	01/26/2011	01/19/2012	42,518.16	50,137.64	-7,619.48
25. F5 NETWORKS INC	09/29/2011	01/05/2012	2,621.17	1,860.23	760.94
977. LKCM SMALL CAP EQUITY FUND INSTL. CLASS	07/26/2011	05/03/2012	24,151.44	24,337.06	-185.62
50. NETAPP INC	03/01/2012	06/14/2012	1,503.04	2,159.96	-656.92
15. O'REILLY AUTOMOTIVE INC	08/12/2011	01/27/2012	1,242.08	903.99	338.09
25. ROCKWELL INTERNATIONAL	03/13/2012	07/12/2012	1,537.49	2,114.33	-576.84
58.34 SCOUT INTERNATIONAL FUND	05/03/2012	06/27/2012	1,659.19	1,821.37	-162.18
1613.033 TOUCHSTONE EMERGING MARKETS EQUITY FD INSTL SH	01/19/2012	05/03/2012	19,953.22	19,308.00	645.22
30. WAL MART STORES INC	06/14/2012	12/06/2012	2,145.68	2,032.21	113.47
.395 PENTAIR LTD	07/02/2012	10/01/2012	16.88	15.60	1.28
20. PENTAIR LTD	07/12/2012	10/11/2012	872.79	777.95	94.84
Totals			107,220.00	116,071.00	-8,851.00

PARMELEE FOUNDATION INC 100263

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
10. AFFILIATED MANAGERS GROUP	10/14/2010	12/06/2012	1,288.29	853.76	434.53
15. ALLERGAN INC	04/14/2010	01/27/2012	1,334.62	939.88	394.74
15. ANHEUSER-BUSCH INBEV NV	01/13/2011	08/17/2012	1,212.36	881.03	331.33
15. ANHEUSER-BUSCH INBEV NV	01/13/2011	10/11/2012	1,302.02	881.03	420.99
15. APACHE CORP	09/15/2010	10/11/2012	1,290.35	1,411.80	-121.45
5. APPLE COMPUTER INC	10/14/2010	03/29/2012	3,057.48	1,507.54	1,549.94
30. BED BATH & BEYOND INC	09/29/2011	10/11/2012	1,844.92	1,772.45	72.47
20. BROADCOM CORP CLASS A	11/04/2010	09/04/2012	707.38	850.18	-142.80
100. CARDINAL HEALTH INC	12/16/2010	09/13/2012	3,782.24	3,809.67	-27.43
35. CATERPILLAR INC	10/26/2005	07/02/2012	2,920.35	1,784.52	1,135.83
45. CITRIX SYSTEMS INC	10/14/2010	07/12/2012	3,412.34	2,646.17	766.17
65. COACH INC	06/22/2010	06/14/2012	3,888.09	2,663.93	1,224.16
15. COSTCO WHOLESALE CORP	09/29/2008	09/04/2012	1,475.71	973.65	502.06
30. DEERE & CO	11/10/2008	03/01/2012	2,487.75	1,164.70	1,323.05
130. DISCOVER FINANCIAL	06/22/2010	01/27/2012	3,533.95	1,815.45	1,718.50
.667 DUKE ENERGY HLDG CORP	08/12/2010	07/03/2012	44.01	34.44	9.57
45. EMC CORPORATION					
MASSACHUSETTS	07/20/2010	03/01/2012	1,269.31	910.14	359.17
25000. FEDERAL FARM CREDIT BANK					
DTD 3/8/2010 3.620% 3/8/20	06/09/2010	03/08/2012	25,000.00	25,343.75	-343.75
4148.7174 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	01/31/2012	196.07	202.50	-6.43
3959.496 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	03/15/2012	189.22	195.43	-6.21
3899.976 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	04/16/2012	59.52	61.47	-1.95
3842.5272 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	05/15/2012	57.45	59.33	-1.88
3780.4083 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	06/15/2012	62.12	64.16	-2.04
3725.2506 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	07/16/2012	55.16	56.97	-1.81
Totals					

PARMELEE FOUNDATION INC 100263

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
3620.925 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	08/15/2012	104.33	107.75	-3.42
3563.7888 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	09/17/2012	57.14	59.01	-1.87
3507.3267 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	10/15/2012	56.46	58.32	-1.86
3399.768 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	11/15/2012	107.56	111.09	-3.53
3339.7467 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	12/17/2012	60.02	61.99	-1.97
3281.6628 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/26/2003	12/31/2012	58.08	59.99	-1.91
1588.4495 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	01/31/2012	30.44	31.69	-1.25
1557.2304 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	03/15/2012	31.22	32.51	-1.29
1525.7996 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	04/16/2012	31.43	32.73	-1.30
1498.0444 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	05/15/2012	27.76	28.90	-1.14
1463.3823 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	06/15/2012	34.66	36.09	-1.43
1435.2069 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	07/16/2012	28.18	29.34	-1.16
1406.8901 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	08/15/2012	28.32	29.48	-1.16
1374.6508 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	09/17/2012	32.24	33.57	-1.33
1346.1399 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	10/15/2012	28.51	29.69	-1.18
1317.3776 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	11/15/2012	28.76	29.95	-1.19
1288.4718 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	12/17/2012	28.91	30.10	-1.19
Totals					

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1259.4214 GOVT NATIONAL MTG ASSN					
DTD 1/1/2002 5.5000% 1/15/	12/11/2003	12/31/2012	29.05	30.25	-1.20
5223.1002 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	01/31/2012	85.63	88.33	-2.70
5137.0602 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	03/15/2012	86.04	88.76	-2.72
5047.4364 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	04/16/2012	89.62	92.45	-2.83
4860.7563 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	05/15/2012	186.68	192.57	-5.89
4641.6627 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	06/15/2012	219.09	226.01	-6.92
4555.9371 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	07/16/2012	85.73	88.43	-2.70
4469.5518 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	08/15/2012	86.39	89.11	-2.72
4346.6223 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	09/17/2012	122.93	126.81	-3.88
4222.3191 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	10/15/2012	124.30	128.23	-3.93
4097.0541 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	11/15/2012	125.27	129.22	-3.95
3863.6268 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	12/17/2012	233.43	240.79	-7.36
3597.5361 GOVT NATIONAL MTG ASSN					
DTD 3/1/2003 5.0000% 3/15/	03/25/2003	12/31/2012	266.09	274.49	-8.40
14401.7615 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	02/21/2012	647.44	660.28	-12.84
14218.6961 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	03/20/2012	183.07	186.70	-3.63
14037.0622 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	04/20/2012	181.63	185.24	-3.61
13145.0858 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	05/21/2012	891.98	909.68	-17.70
Totals					

PARMELEE FOUNDATION INC 100263

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
12967.8136 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	06/20/2012	177.27	180.79	-3.52
12453.868 GOVERNMENT NATIONAL MTG					
ASSN POOL II DTD 12/1/2003	12/11/2003	07/20/2012	513.95	524.14	-10.19
12286.5421 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	08/20/2012	167.33	170.65	-3.32
11571.6146 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	09/20/2012	714.93	729.11	-14.18
11220.7739 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	10/22/2012	350.84	357.80	-6.96
11025.6916 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	11/20/2012	195.08	198.95	-3.87
10848.1632 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	12/20/2012	177.53	181.05	-3.52
10687.0519 GOVERNMENT NATIONAL					
MTG ASSN POOL II DTD 12/1/	12/11/2003	12/31/2012	161.11	164.31	-3.20
22.333 GOVT NATIONAL MTG ASSN					
POOL# 447330 6.50% DUE 6-1	07/10/1997	01/31/2012	33.31	33.02	0.29
3.5523 GOVT NATIONAL MTG ASSN					
POOL# 447330 6.50% DUE 6-1	07/10/1997	03/15/2012	18.78	18.61	0.17
25000. GOVT NATIONAL MTG ASSN					
POOL# 447330 6.50% DUE 6-1	07/10/1997	04/16/2012	3.55	3.52	0.03
121.294 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	01/31/2012	9.76	9.72	0.04
111.4825 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	03/15/2012	9.81	9.77	0.04
101.6178 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	04/16/2012	9.86	9.82	0.04
91.6998 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	05/15/2012	9.92	9.88	0.04
81.728 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	06/15/2012	9.97	9.93	0.04
71.702 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	07/16/2012	10.03	9.98	0.05
Totals					

JSA
2F0970 1 000

PARMELEE FOUNDATION INC 100263

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
61.622 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	08/15/2012	10.08	10.04	0.04
51.4873 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	09/17/2012	10.13	10.09	0.04
41.2978 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	10/15/2012	10.19	10.15	0.04
31.0528 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	11/15/2012	10.25	10.20	0.05
20.7525 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	12/17/2012	10.30	10.26	0.04
10.3965 GOVT NATIONAL MTG ASSN					
POOL# 469114 6% DUE 2-15-2	02/06/1998	12/31/2012	10.36	10.31	0.05
338.2968 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	01/31/2012	24.46	24.55	-0.09
326.9505 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	03/15/2012	11.35	11.39	-0.04
315.7813 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	04/16/2012	11.17	11.21	-0.04
304.5428 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	05/15/2012	11.24	11.28	-0.04
293.2335 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	06/15/2012	11.31	11.35	-0.04
281.8538 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	07/16/2012	11.38	11.42	-0.04
270.4028 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	08/15/2012	11.45	11.49	-0.04
258.8803 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	09/17/2012	11.52	11.57	-0.05
247.286 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	10/15/2012	11.59	11.64	-0.05
235.619 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	11/15/2012	11.67	11.71	-0.04
223.879 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	12/17/2012	11.74	11.78	-0.04
Totals					

PARMELEE FOUNDATION INC 100263

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
212.0658 GOVT NATIONAL MTG ASSN					
POOL# 483376 7% DUE 7-15-2	07/27/1999	12/31/2012	11.81	11.86	-0.05
434.977 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	01/31/2012	21.74	21.85	-0.11
341.6313 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	03/15/2012	93.35	93.81	-0.46
320.4873 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	04/16/2012	21.14	21.25	-0.11
301.4728 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	05/15/2012	19.01	19.11	-0.10
281.7375 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	06/15/2012	19.74	19.83	-0.09
207.2603 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	07/16/2012	74.48	74.85	-0.37
164.8288 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	08/15/2012	42.43	42.64	-0.21
149.9558 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	09/17/2012	14.87	14.95	-0.08
136.0943 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	10/15/2012	13.86	13.93	-0.07
121.258 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	11/15/2012	14.84	14.91	-0.07
105.6515 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	12/17/2012	15.61	15.69	-0.08
93.4713 GOVT NATIONAL MTG ASSN					
POOL# 491080 6% DUE 1-15-2	02/08/1999	12/31/2012	12.18	12.24	-0.06
903.2515 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	01/31/2012	47.30	46.54	0.76
864.162 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	03/15/2012	39.09	38.47	0.62
808.595 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	04/16/2012	55.57	54.68	0.89
776.455 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	05/15/2012	32.14	31.63	0.51
Totals					

PARMELEE FOUNDATION INC 100263

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
743.921 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	06/15/2012	32.53	32.02	0.51
711.3005 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	07/16/2012	32.62	32.10	0.52
678.49 GOVT NATIONAL MTG ASSN	06/15/1999	08/15/2012	32.81	32.29	0.52
645.488 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	09/17/2012	33.00	32.48	0.52
612.393 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	10/15/2012	33.10	32.57	0.53
579.1055 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	11/15/2012	33.29	32.76	0.53
545.628 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	12/17/2012	33.48	32.94	0.54
511.954 GOVT NATIONAL MTG ASSN					
POOL# 510928 6.50% DUE 5-1	06/15/1999	12/31/2012	33.67	33.14	0.53
5916.9943 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	01/31/2012	52.67	54.09	-1.42
5857.9525 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	03/15/2012	59.04	60.63	-1.59
5806.6175 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	04/16/2012	51.34	52.71	-1.37
4575.0928 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	05/15/2012	1,231.52	1,264.62	-33.10
4532.6358 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	06/15/2012	42.46	43.60	-1.14
4489.1195 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	07/16/2012	43.52	44.69	-1.17
4446.3053 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	08/15/2012	42.81	43.96	-1.15
4402.6463 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	09/17/2012	43.66	44.83	-1.17
4355.9465 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	10/15/2012	46.70	47.95	-1.25
4312.3973 GOVT NATIONAL MTG ASSN					
DTD 12/1/2004 5.0000% 12/1	12/28/2004	11/15/2012	43.55	44.72	-1.17
Totals					

PARMELEE FOUNDATION INC 100263

Schedule D Detail of Long-term Capital Gains and Losses

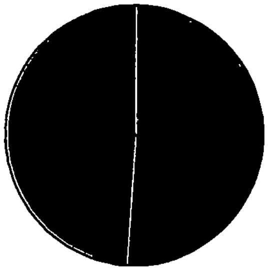
Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
4268.5498 GOVT NATIONAL MTG ASSN DTD 12/1/2004 5.0000% 12/1	12/28/2004	12/17/2012	43.85	45.03	-1.18
4224.6763 GOVT NATIONAL MTG ASSN DTD 12/1/2004 5.0000% 12/1	12/28/2004	12/31/2012	43.87	45.05	-1.18
5. INTERNATIONAL BUSINESS MACHINES CORP	04/17/2009	03/13/2012	1,017.42	507.20	510.22
40. NIKE INC CLASS B	04/13/2011	08/17/2012	3,841.23	3,176.17	665.06
35. ORACLE CORPORATION	11/03/2008	05/14/2012	945.33	644.00	301.33
15. PRAXAIR INC	06/22/2010	05/14/2012	1,657.97	1,219.51	438.46
20. PROCTER & GAMBLE CO	02/10/2010	04/26/2012	1,334.36	1,234.30	100.06
35. PROCTER & GAMBLE CO	02/10/2010	05/14/2012	2,225.77	2,160.02	65.75
165. PROGRESSIVE CORP OHIO	09/30/2010	08/16/2012	3,259.97	3,460.87	-200.90
3032. SCOUT MID CAP FUND	01/26/2011	10/17/2012	42,842.16	41,477.76	1,364.40
343. SCOUT INTERNATIONAL FUND	01/26/2011	05/31/2012	9,662.31	11,343.01	-1,680.70
961.66 SCOUT INTERNATIONAL FUND	01/26/2011	06/27/2012	27,349.61	31,802.08	-4,452.47
55. SMUCKER J M CO	08/27/2010	10/11/2012	4,595.02	3,212.17	1,382.85
45. TEVA PHARMACEUTICAL INDUSTRIES LTD ADR REPRESE	09/30/2010	04/30/2012	2,055.17	2,382.49	-327.32
15. 3M CO	08/12/2010	03/13/2012	1,326.57	1,267.88	58.69
25. TORONTO DOMINION BK	11/07/2011	12/06/2012	2,041.24	1,811.53	229.71
5. TORONTO DOMINION BK	07/20/2010	12/06/2012	408.25	343.14	65.11
25000. UNITED STATES TREASURY NOTES DTD 11/30/2008 2.000	11/29/2011	12/27/2012	25,419.92	25,859.38	-439.46
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			200,203.00	192,747.00	7,456.00
Totals			200,203.00	192,747.00	7,456.00

SCH B

Market Overview

	Year-to-Date
	01/01/2012
Beginning Market Value	**843,403.26**
Income	
Taxable Interest	12,427.36
Dividends	8,971.35
Disbursements	
To/For Beneficiary	(56,865.56)
Fees and Expenses	(3,601.01)
Other	(262.91)
Purchases	
Sales & Maturities	(1,393.58)
Non Cash Changes	
Market Appreciation / Depreciation	43,262.48
Ending Market Value	**845,941.39**

Asset Allocation



		Account Value Percentage	Market Value
■	Equity Securities	27%	$227,799
■	Equity Funds	24%	$204,338
■	Fixed Income Securities	49%	$410,355
□	Money Markets and Cash	< 1%	$3,450
		100%	**$845,941**

Capital Gains

	Year-to-Date
Short-term Capital Gain / (Loss)	(7,318.99)
Long-term Capital Gain / (Loss)	(5,772.75)

For the years ending Dec 31st

Parmelee Foundation, Inc.
Record of Contribution

SCH A

12/20/2012

Kansas City Area Organizations	Address Line 1	Address Line 2	Address Line 3	City	State	Zip	Contact Name	Charity	2012
American Red Cross--Animal Rescue	Mathew D Meyer - CEO		211 W Armor Blvd	Kansas City	MO	64111	Mathew D Meyer	Disaster Animal Assistance	250
American Red Cross--Disaster Relief Fund			PO Box 37243	Washington	DC	20013	Director	Disaster Relief Fund	1,500
American Red Cross--Greater Kansas City Chapter	Mathew D Meyer - CEO		211 W Armour Blvd	Kansas City	MO	64111	Mathew D Meyer	the American Red Cross	850
American Red Cross-Int'l Relief Fund			P O Box 37243	Washington	DC	20013	Director	International Relief Fund	1,000
Animal Haven			9800 W 67th St	Merriam	KS	66203	Director	Animal Haven	525
Armed Forces Optomentric Society			411 Sweetgrass Court	Great Falls	MT	59405	Director	AFOS	750
Arthritis Foundation	Western MO-KC Chapter	1900 W 75th Street	Suite 200	Prairie Village	KS	66208	Brad Ziegler	the Arthritis Foundation	2,000
Big Brothers and Sisters of Greater Kansas City	Roy Morrill		3908 Washington	Kansas City	MO	64111	Mr Morrill	the Big Brothers and Sisters of Greater Kansas City	1,000
Boy Scouts of America	Heart of America Council		10210 Holmes Rd	Kansas City	MO	64131	Director	the Boy Scouts of America	500
Boys and Girls Clubs of Greater Kansas City	David Smith	President	6301 Rockhill Rd #303	Kansas City	MO	64131	Mr Smith	the Boys and Girls Clubs of Gre	500
Children's Mercy Hospital	Development Office		2401 Gillham Rd	Kansas City	MO	64108	Director	the Children's Mercy Hospital	2,000
City Union Mission	Dan Doty	Executive Director	1108 East Tenth Street	Kansas City	MO	64106	Mr Doty	the City Union Mission	1,700
Crittenton Children's Center			10918 Elm Ave	Kansas City	MO	64134	Director	the Crittenton	1,000
Delta Society	Lawrence J Norvell	President & CEO	875 124th Avenue NE, #101	Bellevue	WA	98055	Mr Norvell	the Delta Society	1,000
Environmental Defense - Ocelot Program			1875 Connecticut Ave NW	Washington	DC	20009	Director	Ocelot Program	-
Genesis School	Alan M DuBois	Executive Director	3800 East 44th	Kansas City	MO	64130	Mr DuBois	the Genesis School	1,000
Gift of Life Foundation, Inc	Jay Feinberg		7700 Congress Avenue, Suite 2201	Boca Raton	FL	33487	Mr Feinberg	the Gift of Life Campaign	500
Gillis Home for Children	Anna Stone	Executive Director	8150 Wornall Road	Kansas City	MO	64114	Ms Stone	the Gillis Center	1,000
Good Samaritan Project	Kathleen Cooper	Executive Director	3030 Walnut	Kansas City	MO	64108	Ms Cooper	the Good Samaritan Project	1,100
Habitat for Humanity			1423 E Linwood Blvd	Kansas City	MO	64109	Director	Corp Contribution	1,500
Heart of America Hospice			9229 Ward Parkway, Suite 350	Kansas City	MO	64114	Director	Heart of America Hospice	600
Heart of America United Way			P O Box 412613	Kansas City	MO	64141	Director	the Heart of America United Way	4,500
Heartlands School of Riding	Vicki Brown	Executive Director	P O Box 391	Stilwell	KS	66085	Ms Brown	the Heartland's School of Riding	600
Humane Society of Greater Kansas City	Lisa Pelofsky	Director of Developmen	5445 Parallel Pkwy	Kansas City	KS	66104	Ms Pelofsky	the Humane Society	750
JayDoc Free Clinic		Attn Treasurer	340 Southwest Blvd	Kansas City	KS	66103	Treasurer	JayDoc Free Clinic	1,000
Junior Achievement		JA of Middle America Inc	4049 Pennsylvania Ave	Kansas City	MO	64111	Director	Junior Achievement of Mid Ameri	250
Kansas City Ballet			1601 Broadway	Kansas City	MO	64108	Ms Heidi Hancock	Kansas City Ballet	1,000
Kansas City Symphony		1020 Central	Suite 300	Kansas City	MO	64105	Director	The Kansas City Sympohny	750
Kansas City Zoo			6800 Zoo Drive	Kansas City	MO	64132	Director	Kansas City Zoo	500

Parmelee Foundation, Inc.
Record of Contribution

Kansas City Area Organizations	Address Line 1	Address Line 2	Address Line 3	City	State	Zip	Contact Name	Charity	2012
Kansas Independent College Fund	Robert N Kelly - Executive	511 Capitol Federal Bld	700 Kansas Ave	Topeka	KS	66603	Mr Kelly	the Kansas Independent College Fund	3,100
Kansas Univ Endowment Fund	Michael Wall	Vice President for Medic	3901 Rainbow Blvd	Kansas City	KS	66160	Mr Wall	ALS research at the KU Medical	1,000
KSU Foundation-Veterinary Medicine Equine Fund	Tim D Chapman	Director of Development	2323 Anderson Ave , Suite 500	Manhattan	KS	66502	Mr Champan	the advancement of the equine s	2,250
Lakeside Nature Center			4701 E Gregory Blvd	Kansas City	MO	64132	Director	Lakeside Nature Center	500
Learning Club	Attn Brad Grabs	Blessed Sacrament F	2215 Parallel Avenue	Kansas City	KS	66104	Mr Grabs	The Learning Club	500
Lyric Opera			1029 Central	Kansas City	MO	64105	Director	Lyric Opera	1,000
Marillac Center for Children	Bridgette M Brooks		8000 W 127th St	Overland Park	KS	66213	Ms Brooks	the Marillac Center for Children	1,000
Missouri Colleges Fund, Jefferson City, MO	Mr Mike Backer	President	3401 West Truman Blvd , Suite 202	Jefferson City	MO	65109	Mr Backer	the Missouri Colleges Fund	3,100
Nature Conservancy	Ruth Palmer	Development Coordin	700 SW Jackson, Suite 804	Topeka	KS	66603	Ms Palmer	Nature Conservancy	500
Nelson Gallery Foundation	Society of Fellows		4525 Oak Street	Kansas City	MO	64111	Director	the Nelson Gallery Foundation	750
Odyssey Hospice			800 E 101st Terrace, Suite 150	Kansas City	MO	64131	Director	In memory of Clarice Fowler	-
Operation Wildlife			23375 Guthrie Rd	Linwood	KS	66052	Diane Johnson	Operation Wildlife	300
Ozanam Home for Boys	Paul Gemeinhardt	Executive Director	421 East 137th Street	Kansas City	MO	64145	Mr Gemeinhardt	the Ozanam Home for Boys	1,000
PAWS - Progressive Animal Welfare Society			P O Box 16664	Raytown	MO	64133	Ms Mayta	PAWS	500
Planned Parenthood Association	Executive Director		1001 East 47th Street	Kansas City	MO	64110	Executive Director	Planned Parenthood	1,000
Prevent Blindness		211 Wacker Dr	Suite 1700	Schaumburg	IL	60606	Director	Prevent Blindness	1,100
Salvation Army			P O Box 412577	Kansas City	MO	64141	Director	the Salvation Army	1,500
Salvation Army--Children's Summer Camp Program			3637 Broadway	Kansas City	MO	64111	Director	the Children's Summer Camp Pr	-
School of Natural Resources	SNR Alliance	103 Anheuser Busch Na	University of Missouri	Columbia	MO	65211	Mr Ryan	School of Natural Resources	750
Smithville Elementary		Attn Bethany Engelbrec	600 Maple Street	Smithville	MO	64089	Ms Engelbrecht	Smithville Elementary	
Truman Medical Center	Charitable Foundation		2310 Holmes, # 735	Kansas City	MO	64108	Director	the Truman Medical Center Cha	1,000
Wayside Waifs			PO Box 9791	Kansas City	MO	64134	Annie Heck	Wayside Waifs	525
YMCA of Greater Kansas City	Barbara Pendleton	Chair	3100 Broadway - Suite 1020	Kansas City	MO	64111	Ms Pendleton	the YMCA of Greater Kansas City	500
Youth Build			1821 North 3rd Street	Kansas City	KS	66101	Director	Youth Build program	500
YWCA of Greater Kansas City			1017 North 6th Street	Kansas City	KS	66101	Director	the YWCA of Greater Kansas Cit	500
Design Industry Foundation Fighting Aids	Susan Hosking	Chairman	P O Box 10406	Kansas City	MO	64171		DIFFA	500
American Red Cross--Disaster Relief Fund			PO Box 37243	Washington	DC	20013	Director	Disaster Relief - Sandy	750
Team Rubicon, Inc			1030 W Hillcrest Blvd	Inglewood	CA	90301		Disaster Relief - Sandy	750
Safety & Health Council of W MO & KS			5829 Troost	Kansas City	MO	64110			1,100

Parmelee Foundation, Inc.
Record of Contribution

Kansas City Area Organizations	Address Line 1	Address Line 2	Address Line 3	City	State	Zip	Contact Name	Charity	2012
Safety & Health Council of W MO & KS			5829 Troost	Kansas City	MO	64110			300
									55,900