



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE SKILES FOUNDATION CO COMERICA BANK & A Employer identification number 75-2845190
Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see instructions) (972) 349-3518
City or town, state, and ZIP code ANN ARBOR, MI 48104
G Check all that apply Initial return Initial return of a former public charity
Final return Amended return
Address change Name change
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) \$ 3,740,510
J Accounting method Cash Accrual
Other (specify) (Part I, column (d) must be on cash basis.)
E If private foundation status was terminated under section 507(b)(1)(A), check here
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))
Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only)
Rows include: 1 Contributions, gifts, grants, etc; 2 Check if not required to attach Sch B; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5a Gross rents; b Net rental income; 6a Net gain or (loss) from sale of assets not on line 10; b Gross sales price for all assets on line 6a; 7 Capital gain net income; 8 Net short-term capital gain; 9 Income modifications; 10a Gross sales less returns and allowances; b Less Cost of goods sold; c Gross profit or (loss); 11 Other income; 12 Total; 13 Compensation of officers, directors, trustees, etc; 14 Other employee salaries and wages; 15 Pension plans, employee benefits; 16a Legal fees; b Accounting fees; c Other professional fees; 17 Interest; 18 Taxes; 19 Depreciation and depletion; 20 Occupancy; 21 Travel, conferences, and meetings; 22 Printing and publications; 23 Other expenses; 24 Total operating and administrative expenses; 25 Contributions, gifts, grants paid; 26 Total expenses and disbursements; 27 Subtract line 26 from line 12; a Excess of revenue over expenses and disbursements; b Net investment income; c Adjusted net income

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

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	4,114	4,114	4,114	
	<b>2</b> Savings and temporary cash investments . . . . .	241,034	277,493	277,493	
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0	
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	1,678,477 <input checked="" type="checkbox"/>	1,827,760	1,968,331	
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	1,604,537 <input checked="" type="checkbox"/>	1,463,917	1,490,572	
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .			0	
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,528,162	3,573,284	3,740,510		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)				
<b>23 Total liabilities</b> (add lines 17 through 22)		0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	3,528,162	3,573,284		
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund				
<b>29</b> Retained earnings, accumulated income, endowment, or other funds					
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	3,528,162	3,573,284			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,528,162	3,573,284			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	3,528,162
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	46,718
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	3,574,880
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>5</b>	1,596
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	3,573,284

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b>	See Additional Data Table		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>	See Additional Data Table		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b>	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 }	<b>2</b>	142,020
<b>3</b>	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		}	<b>3</b>

**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	181,500	3,684,000	0.049267
2010	175,000	3,574,250	0.048961
2009	200,570	3,239,791	0.061908
2008	215,522	3,941,853	0.054675
2007	202,968	4,454,556	0.045564

  

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	0.260375
<b>3</b>	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	<b>3</b>	0.052075
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	3,714,110
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	193,412
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	2,431
<b>7</b>	Add lines 5 and 6.	<b>7</b>	195,843
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	190,000

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 page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	4,863
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	4,863
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	4,863
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	5,404
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	4,322
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	9,726
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	32
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	4,831
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 4,831 <b>Refunded</b> ▶	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</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)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ _____ <b>(2)</b> On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>COMERICA BANK</b> Telephone no <b>(877) 405-1091</b> Located at <b>101 NORTH MAIN STREET ANN ARBOR MI</b> ZIP+4 <b>48104</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	<b>16</b>		<b>No</b>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. <input type="checkbox"/>	<b>1b</b>	<b>No</b>
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years <b>20___, 20___, 20___, 20___</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> )	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	<b>4b</b>	<b>No</b>



**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
<b>3</b> All other program-related investments. See page 24 of the instructions	

**Total.** Add lines 1 through 3. . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	3,462,127
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	308,543
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	3,770,670
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	3,770,670
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	56,560
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	3,714,110
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	185,706

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	185,706
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	4,863
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	4,863
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	180,843
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	180,843
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	180,843

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	190,000
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	190,000
<b>5</b>	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). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	190,000

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				180,843
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			150,050	
<b>b</b> Total for prior years 2010, 20__, 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				0
<b>b</b> From 2008. . . . .				0
<b>c</b> From 2009. . . . .				0
<b>d</b> From 2010. . . . .				0
<b>e</b> From 2011. . . . .				0
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>190,000</u>				
<b>a</b> Applied to 2011, but not more than line 2a			150,050	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				39,950
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				140,893
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	0			
<b>b</b> Excess from 2009. . . . .	0			
<b>c</b> Excess from 2010. . . . .	0			
<b>d</b> Excess from 2011. . . . .	0			
<b>e</b> Excess from 2012. . . . .	0			

**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)

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

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  
 ANN SKILES MCGINTY  
 1640 HARVARD ST  
 HOUSTON, TX 77008  
 (713) 862-8408

**b** The form in which applications should be submitted and information and materials they should include  
 LETTER WITH INTRODUCTION, PROPOSAL, OBJECTIVES, AND GOALS FOR POTENTIAL GRANT

**c** Any submission deadlines  
 NONE

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
 LIMITED TO NON-PROFIT ORGANIZATIONS LOCATED IN TEXAS

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> CADDO LAKE INSTITUTE INC 707 RIO GRANDE STREET SUITE 200 AUSTIN, TX 78701	NONE	EXEMPT	SUPPORT	100,000
FRIENDS OF A PUBLIC LIBRARY 300 S ALAMO BLVD MARSHALL, TX 75670	NONE	EXEMPT	SUPPORT	20,000
THE NATURE CONSERVANCY OF TEXAS PO BOX 1440 SAN ANTONIO, TX 782951440	NONE	EXEMPT	SUPPORT	43,500
HARDIN-SIMMONS UNIVERSITY RUTH SKILES MEMORIAL SCHOLARSHIP BOX 16020 HSU STATION ABILENE, TX 79698	NONE	EXEMPT	SCHOLARSHIPS	26,500
<b>Total</b> . . . . .			<b>3a</b>	190,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	



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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (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 Table with 3 columns: (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

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date 2013-06-03 Check if self-employed PTIN Firm's name THOMSON REUTERS TAX & ACCOUNTING 6135 TRUST DRIVE SUITE 118 Firm's address HOLLAND, OH 43528 Firm's EIN Phone no (419) 861-2300

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
20 ABBOTT LABS		2004-10-19	2012-07-31
60 ABBOTT LABS		2006-04-03	2012-09-28
30 ABBOTT LABS		2011-11-03	2012-12-05
297 ABBOTT LABS		2006-04-03	2012-12-05
150 ASHFORD HOSPITALITY TRUST (REIT		2012-03-19	2012-09-28
1210 AVON PRODUCTS INC		2012-03-16	2012-06-08
200 BIOMED REALTY TRUST INC (REIT)		2012-07-31	2012-09-28
60 BRISTOL MYERS SQUIBB CO		2011-11-03	2012-01-30
650 BRISTOL MYERS SQUIBB CO		2008-02-04	2012-01-30
7816 32 BURLINGTON NORTH SANTA FE SER 98 C 6 23%		2003-09-11	2012-01-05
6 7601 BURLINGTON NORTH SANTA FE SER 98 C 6 23%		2003-09-11	2012-07-05
1050 CMS ENERGY CORP		2009-03-06	2012-01-30
230 CA INC		2012-03-05	2012-09-28
30 CHEVRONTEXACO CORP		2012-07-31	2012-09-28
90 CINEMARK HLDGS INC COM		2012-07-31	2012-09-28
70 CINEMARK HLDGS INC COM		2009-11-10	2012-09-28
118 71 COHEN & STEERS REALTY SHS		2011-02-02	2012-07-31
260 COMPUTER SCIENCES CORP		2012-02-08	2012-09-28
200 CONAGRA INC		2010-02-09	2012-09-28
60 CONOCOPHILLIPS		2010-03-04	2012-05-22
270 CONOCOPHILLIPS		2011-10-03	2012-05-22
60 DIAMOND OFFSHORE DRILLING INC		2012-07-31	2012-09-28
210 DONNELLEY R R & SONS CO		2012-07-31	2012-09-28
30 EATON CORP		2012-01-30	2012-09-28
510 EATON CORP		2012-07-31	2012-12-03
1950 FIFTH STREET FINANCE CORP		2011-11-11	2012-03-05
200 FIRST NIAGARA FINL GROUP INC		2011-10-03	2012-09-28
220 FIRST NIAGARA FINL GROUP INC		2011-11-03	2012-09-28
110 FOOT LOCKER INC		2010-07-20	2012-07-31
30 FOOT LOCKER INC		2011-11-03	2012-09-17

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
840 FOOT LOCKER INC		2010-07-20	2012-09-17
62 682 FRANKLIN GOLD & PRECIOUS METALS ADV		2011-11-03	2012-09-28
134 799 FRANKLIN GOLD & PRECIOUS METALS ADV		2011-05-23	2012-09-28
29 28 FRANKLIN GOLD & PRECIOUS METALS ADV		2011-05-23	2012-09-28
200 GFI GROUP INC		2012-09-17	2012-09-28
172 GALLAGHER ARTHUR J & CO		2011-08-24	2012-03-16
266 GALLAGHER ARTHUR J & CO		2007-03-28	2012-03-16
128 GALLAGHER ARTHUR J & CO		2011-08-24	2012-03-19
196 GALLAGHER ARTHUR J & CO		2007-03-28	2012-03-19
220 GENERAL ELECTRIC CO		2011-08-16	2012-09-28
100000 GOLDMAN SACHS GROUP INC 5 7000% DUE 09/01/2012		2007-05-17	2012-09-01
100 HARRIS CORP DEL		2012-07-31	2012-09-28
80 HERCULES TECHNOLOGY GROWTH CAP I		2012-07-31	2012-09-28
340 HERCULES TECHNOLOGY GROWTH CAP I		2007-04-13	2012-09-28
80 HOME DEPOT INC		2009-03-06	2012-03-05
50 HOME DEPOT INC		2009-03-06	2012-07-31
90 HOME DEPOT INC		2009-03-06	2012-09-28
20 HOME DEPOT INC		2011-11-03	2012-12-24
380 HOME DEPOT INC		2009-03-06	2012-12-24
90 INTEL CORP		2011-08-16	2012-01-30
70 INTEL CORP		2011-08-16	2012-09-28
60 INTEL CORP		2012-07-31	2012-09-28
750 ISHARES MSCI EAFE INDEX FD		2011-11-03	2012-07-31
3500 ISHARES MSCI EAFE INDEX FD		2011-01-31	2012-07-31
220 ISHARES S&P MIDCAP 400		2011-11-03	2012-07-31
600 ISHARES S&P MIDCAP 400		2006-03-22	2012-07-31
900 ISHARES TR-S&P SMALL CAP 600		2010-02-09	2012-07-31
180 ISHARES TR-S&P SMALL CAP 600		2011-11-03	2012-07-31
90 JOHNSON & JOHNSON		2012-07-31	2012-09-28
120 KLA-TENCOR CORP		2012-07-31	2012-09-28

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
420 KLA-TENCOR CORP		2012-07-31	2012-12-24
90 KELLOGG CO		2011-10-03	2012-09-28
60 KIMBERLY CLARK CORP		2010-05-18	2012-09-28
86 LSI INDS INC OHIO		2010-02-09	2012-01-03
584 LSI INDS INC OHIO		2010-02-09	2012-01-04
490 LSI INDS INC OHIO		2010-02-09	2012-02-13
270 LSI INDS INC OHIO		2010-02-09	2012-09-28
3140 3 LAZARD EMERGING MARKETS PORT		2011-10-03	2012-07-31
8351 201 LAZARD EMERGING MARKETS PORT		2011-01-31	2012-07-31
190 LEGGETT & PLATT INC		2011-06-15	2012-09-28
40 MARATHON PETE CORP		2010-03-15	2012-07-31
130 MARATHON PETE CORP		2011-08-24	2012-09-28
780 MATTEL INC		2011-08-16	2012-03-16
539 MEDICAL PROPERTIES TR INC (REIT)		2011-08-24	2012-05-22
192 MEDICAL PROPERTIES TR INC (REIT)		2011-01-31	2012-05-22
500 MEDICAL PROPERTIES TR INC (REIT)		2011-08-24	2012-05-23
179 MEDICAL PROPERTIES TR INC (REIT)		2011-01-31	2012-05-23
179 MEDICAL PROPERTIES TR INC (REIT)		2011-01-31	2012-05-24
501 MEDICAL PROPERTIES TR INC (REIT)		2011-08-24	2012-05-24
150 MERCK & CO INC NEW		2008-08-12	2012-09-28
150 MERCURY GEN CORP NEW		2011-08-16	2012-01-12
400 MERCURY GEN CORP NEW		2010-10-15	2012-01-12
70 MEREDITH CORP		2011-08-16	2012-07-31
140 MEREDITH CORP		2011-08-16	2012-09-28
4567 691 MERGER FD		2011-02-02	2012-09-28
152 325 MERGER FD		2012-07-31	2012-09-28
120 MOLEX INC		2012-07-31	2012-09-28
780 NYSE EURONEXT		2012-02-09	2012-06-08
270 NV ENERGY INC		2012-07-31	2012-09-28
2512 722 OPPENHEIMER DEVELOPING MARKETS FUND-Y		2012-08-02	2012-09-28

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
150 OWENS & MINOR INC HLDG CO		2012-07-31	2012-09-28
584 OWENS & MINOR INC HLDG CO		2012-01-12	2012-12-05
176 OWENS & MINOR INC HLDG CO		2012-01-12	2012-12-06
4294 05 PUBLIC SERV NEW HAMPSHIRE FDG 6 480% DUE 05/01/2015		2004-01-21	2012-02-01
4517 41 PUBLIC SERV NEW HAMPSHIRE FDG 6 480% DUE 05/01/2015		2004-01-21	2012-05-01
4350 33 PUBLIC SERV NEW HAMPSHIRE FDG 6 480% DUE 05/01/2015		2004-01-21	2012-08-01
4723 38 PUBLIC SERV NEW HAMPSHIRE FDG 6 480% DUE 05/01/2015		2004-01-21	2012-11-02
160 PAYCHEX INC		2010-10-15	2012-09-28
240 PENNYMAC MTG INVT TR		2012-07-31	2012-09-28
1810 PEOPLES UTD FINL INC		2012-02-13	2012-07-31
135 PHILLIPS 66		2011-10-03	2012-05-22
30 PHILLIPS 66		2010-03-04	2012-05-22
160 RPM INTERNATIONAL INC		2010-03-04	2012-09-28
490 RAYTHEON COMPANY		2011-08-16	2012-01-12
280 REDWOOD TRUST INC (REIT)		2012-07-31	2012-09-28
250 SOLAR CAP LTD		2011-08-24	2012-03-05
700 SOLAR CAP LTD		2010-04-01	2012-03-05
80 SPECTRA ENERGY CORP		2009-10-20	2012-09-28
620 SPECTRA ENERGY CORP		2009-10-20	2012-12-12
100 SPECTRA ENERGY CORP		2011-11-03	2012-12-12
10 V F CORP		2011-11-03	2012-01-12
150 V F CORP		2008-04-09	2012-01-12
20 VERIZON COMMUNICATIONS		2011-11-03	2012-01-30
550 VERIZON COMMUNICATIONS		2010-02-09	2012-01-30
100000 WELLS FARGO CORP WFC 5 125% 09/01/2012		2006-12-07	2012-09-01
563 AIRCASTLE LTD		2011-08-16	2012-02-08
1287 AIRCASTLE LTD		2011-08-16	2012-02-09
60 PARTNERRE HOLDINGS LTD		2012-07-31	2012-09-28
977 PENTAIR LTD-REGISTERED		2012-01-03	2012-10-05
70 TYCO INTERNATIONAL LTD		2009-04-29	2012-07-31

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
70 TYCO INTERNATIONAL LTD		2009-06-30	2012-09-28

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,333		829	504
4,122		2,575	1,547
1,937		1,615	322
19,172		12,367	6,805
1,275		1,419	-144
19,217		23,025	-3,808
3,738		3,772	-34
1,931		1,909	22
20,916		15,918	4,998
7,816		6,688	1,128
7		6	1
22,848		11,370	11,478
5,957		6,181	-224
3,500		3,314	186
2,023		2,113	-90
1,574		865	709
8,206		7,195	1,011
8,419		7,740	679
5,502		4,626	876
3,107		2,251	856
13,982		12,744	1,238
3,960		3,943	17
2,218		2,541	-323
1,415		1,489	-74
26,492		24,922	1,570
18,970		19,671	-701
1,612		1,838	-226
1,773		2,014	-241
3,684		1,479	2,205
1,098		664	434

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
30,732		11,295	19,437
2,352		2,960	-608
5,059		6,272	-1,213
1,099		1,362	-263
641		687	-46
6,166		4,716	1,450
9,536		7,536	2,000
4,546		3,510	1,036
6,961		5,553	1,408
5,015		3,562	1,453
100,000		101,476	-1,476
5,092		3,992	1,100
878		909	-31
3,730		4,672	-942
3,784		1,434	2,350
2,619		896	1,723
5,427		1,614	3,813
1,234		729	505
23,439		6,813	16,626
2,400		1,876	524
1,595		1,459	136
1,367		1,561	-194
37,694		39,785	-2,091
175,907		213,973	-38,066
20,807		18,876	1,931
56,745		46,863	9,882
65,923		53,356	12,567
13,185		12,263	922
6,204		6,208	-4
5,743		6,150	-407

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
20,098		19,879	219
4,633		4,790	-157
5,141		3,757	1,384
524		503	21
3,430		3,419	11
3,352		2,869	483
1,793		1,581	212
58,033		58,534	-501
154,330		126,044	28,286
4,731		4,459	272
1,910		981	929
7,092		4,610	2,482
25,723		19,472	6,251
4,795		5,964	-1,169
1,708		2,133	-425
4,354		5,532	-1,178
1,559		1,989	-430
1,574		1,989	-415
4,407		5,542	-1,135
6,768		5,433	1,335
6,544		5,673	871
17,452		16,932	520
2,360		1,834	526
4,908		3,667	1,241
72,809		72,900	-91
2,428		2,408	20
3,169		3,039	130
19,124		21,818	-2,694
4,868		4,704	164
84,402		78,724	5,678

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
4,512		4,335	177
15,791		16,643	-852
4,784		5,016	-232
4,294		4,937	-643
4,517		5,193	-676
4,350		5,001	-651
4,723		5,430	-707
5,328		4,424	904
5,616		4,714	902
20,591		20,267	324
4,267		4,019	248
948		710	238
4,567		3,287	1,280
24,209		24,107	102
4,043		3,642	401
5,655		5,555	100
15,833		15,666	167
2,347		1,628	719
16,787		12,617	4,170
2,708		2,904	-196
1,330		1,401	-71
19,943		11,473	8,470
750		750	
20,637		14,994	5,643
100,000		100,974	-974
7,831		6,842	989
17,670		15,641	2,029
4,449		3,929	520
43		35	8
3,821		1,588	2,233

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,937		1,822	2,115

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

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	
			504
			1,547
			322
			6,805
			-144
			-3,808
			-34
			22
			4,998
			1,128
			1
			11,478
			-224
			186
			-90
			709
			1,011
			679
			876
			856
			1,238
			17
			-323
			-74
			1,570
			-701
			-226
			-241
			2,205
			434

**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	
			19,437
			-608
			-1,213
			-263
			-46
			1,450
			2,000
			1,036
			1,408
			1,453
			-1,476
			1,100
			-31
			-942
			2,350
			1,723
			3,813
			505
			16,626
			524
			136
			-194
			-2,091
			-38,066
			1,931
			9,882
			12,567
			922
			-4
			-407

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

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	
			219
			-157
			1,384
			21
			11
			483
			212
			-501
			28,286
			272
			929
			2,482
			6,251
			-1,169
			-425
			-1,178
			-430
			-415
			-1,135
			1,335
			871
			520
			526
			1,241
			-91
			20
			130
			-2,694
			164
			5,678

**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	
			177
			-852
			-232
			-643
			-676
			-651
			-707
			904
			902
			324
			248
			238
			1,280
			102
			401
			100
			167
			719
			4,170
			-196
			-71
			8,470
			5,643
			-974
			989
			2,029
			520
			8
			2,233

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			2,115

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** THE SKILES FOUNDATION CO COMERICA BANK &

**EIN:** 75-2845190

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	1,463,917	1,490,572

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** THE SKILES FOUNDATION CO COMERICA BANK &

**EIN:** 75-2845190

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE STOCK	797,467	884,206
CORPORATE STOCK -OTHER EQUITY	647,711	710,483
ALTERNATIVE INVESTMENTS	382,582	373,642

**TY 2012 Other Decreases Schedule**

**Name:** THE SKILES FOUNDATION CO COMERICA BANK &

**EIN:** 75-2845190

Description	Amount
DIFFERENCE BETWEEN RECEIPTS AND TAXABLE INCOME	1,596