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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 03-01-2012 , and ending 02-28-2013

Name of foundation
STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

A Employer identification number
38-3531285

Number and street (or P O box number if mail is not delivered to street address)
2301 WEST BIG BEAVER ROAD SUITE 900

Room/suite

B Telephone number (see instructions)
(248) 649-2600

City or town, state, and ZIP code
TROY, MI 48084

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,365,155

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)	1,618,094			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	99,490	99,490		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	126,033			
	b	Gross sales price for all assets on line 6a 1,238,449				
	7	Capital gain net income (from Part IV, line 2)		227,306		
	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) (attach schedule)				
	11	Other income (attach schedule)	133	133		
	12	**Total.** Add lines 1 through 11	1,843,750	326,929		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,610	0		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,152	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	24,713	24,693		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,475	24,693		0
	25	Contributions, gifts, grants paid	624,416			624,416
	26	**Total expenses and disbursements.** Add lines 24 and 25	658,891	24,693		624,416
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,184,859			
	b	**Net investment income** (if negative, enter -0-)		302,236		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	21,810	87,613	87,613
2	Savings and temporary cash investments	170,268	120,194	120,194
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	3,445,666	4,614,796	6,157,348
c	Investments—corporate bonds (attach schedule)			
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)	3,637,744	4,822,603	6,365,155
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	3,637,744	4,822,603	
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,637,744	4,822,603	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,637,744	4,822,603	

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	3,637,744
2	Enter amount from Part I, line 27a	2	1,184,859
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,822,603
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,822,603

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	227,306
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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	387,800	4,673,505	0 082978
2010	1,040,257	4,994,805	0 208268
2009	734,837	4,566,482	0 160920
2008	1,050,086	5,039,030	0 208391
2007	828,753	6,062,095	0 136711

2	**Total** of line 1, column (d).	2	0 797268
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 159454
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,758,635
5	Multiply line 4 by line 3.	5	758,783
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,022
7	Add lines 5 and 6.	7	761,805
8	Enter qualifying distributions from Part XII, line 4.	8	624,416

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)

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	6,045
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	6,045
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	6,045
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 3,080		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,080
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	2,965
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶STANLEY FRANKEL Telephone no ▶(248) 649-2600

Located at ▶2301 WEST BIG BEAVER ROAD SUITE 900 TROY MI ZIP+4 ▶48084

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
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
STANLEY FRANKEL 2301 WEST BIG BEAVER ROAD SUITE 900 TROY, MI 48084	PRESIDENT 1 00	0	0	0
JUDITH FRANKEL 2301 WEST BIG BEAVER ROAD SUITE 900 TROY, MI 48084	VICE PRESIDENT 1 00	0	0	0
ARTHUR WEISS 27777 FRANKLIN ROAD SUITE 2500 SOUTHFIELD, MI 48034	SECRETARY 0 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	4,687,186
b	Average of monthly cash balances			1b	143,916
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	4,831,102
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	4,831,102
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	72,467
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,758,635
6	**Minimum investment return.** Enter 5% of line 5			6	237,932

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	237,932
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,045		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,045
3	Distributable amount before adjustments Subtract line 2c from line 1			3	231,887
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	231,887
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	231,887

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	624,416
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	624,416
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	624,416

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				231,887
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 536,442				
b From 2008. 799,576				
c From 2009. 507,647				
d From 2010. 791,603				
e From 2011. 157,184				
f Total of lines 3a through e.	2,792,452			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 624,416				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				231,887
e Remaining amount distributed out of corpus	392,529			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,184,981			
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) . . .	536,442			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,648,539			
10 Analysis of line 9				
a Excess from 2008. . . . 799,576				
b Excess from 2009. . . . 507,647				
c Excess from 2010. . . . 791,603				
d Excess from 2011. . . . 157,184				
e Excess from 2012. . . . 392,529				

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

Part XV **Supplementary Information (Complete this part only if the 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))

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

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

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

a The name, address, and telephone number 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 Additional Data Table				
Total . . . . ▶ **3a**				624,416
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	99,490	
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.			14	133	
8 Gain or (loss) from sales of assets other than inventory					126,033
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). .		0		99,623	126,033

13 **Total.** Add line 12, columns (b), (d), and (e). 13 225,656

(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)
4	N/A
7	N/A
8	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)**		No
	(2) Other assets.	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
	(4) Reimbursement arrangements.	**1b(4)**		No
	(5) Loans or loan guarantees.	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

(a) 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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-30 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶☐	PTIN
RAYMOND J GHERSI	RAYMOND J GHERSI	2013-05-30		P00177156

Firm's name ▶ BERGER GHERSI & LADUKE PLC | Firm's EIN ▶ 38-2517534

Firm's address ▶ 43940 WOODWARD AVE SUITE 200 BLOOMFIELD HILLS, MI 483025026 | Phone no (248) 333-3680

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
7500 SHRS AGREE REALTY CORP	D	2012-12-24	2013-02-04
100 SHRS ALLEGHENY TECHNOLOGIES	P	2011-08-31	2012-05-24
100 SHRS ALLEGHENY TECHNOLOGIES	P	2011-08-31	2012-05-24
100 SHRS ALLEGHENY TECHNOLOGIES	P	2011-08-30	2012-05-29
500 SHRS BRISTOL-MYERS SQUIBB	P	2012-01-10	2012-05-24
100 SHRS BROADCOM CORP	P	2011-07-08	2012-05-24
300 SHRS CAE INC	P	2012-02-02	2012-05-24
100 SHRS CARNIVAL CORP COMMON PAIRED STOCK	P	2012-01-13	2012-08-07
50 SHRS CENTENE CORP	P	2012-05-01	2012-08-07
25 SHRS CENOVUS ENERGY INC US$	P	2011-07-15	2012-05-24
100 SHRS EATON CORP	P	2012-02-29	2012-05-24
825 SHRS EATON CORP	P	2012-10-22	2012-12-13
100 SHRS EMERSON ELECTRIC CO	P	2012-01-18	2012-05-24
200 SHRS ENCANA CORP COM US$	P	2011-09-02	2012-08-07
100 SHRS ENCANA CORP COM US$	P	2012-02-28	2013-01-14
100 SHRS ENCANA CORP COM US$	P	2012-02-02	2013-01-15
100 SHRS ENCANA CORP COM US$	P	2012-02-01	2013-01-18
100 SHRS EXPRESS SCRIPTS HOLDING CO	P	2012-01-12	2012-05-24
600 SHRS FACEBOOK INC-A	P	2012-05-22	2012-06-25
80 SHRS FIRST SOLAR INC	P	2011-08-09	2012-04-09
100 SHRS GILEAD SCIENCES INC	P	2012-02-02	2012-05-24
25 SHRS GOLDMAN SACHS GROUP INC	P	2011-05-27	2012-05-24
100 SHRS HALLIBURTON CO	P	2012-01-17	2012-05-24
100 SHRS JACK HENRY & ASSOC INC	P	2012-02-02	2012-05-24
100 SHRS HOME DEPOT INC	P	2012-01-24	2012-05-24
50 SHRS HOME DEPOT INC	P	2011-09-20	2012-08-07
100 SHRS INTERNATIONAL GAME TECHNOLOGY	P	2012-01-12	2012-10-23
100 SHRS INTERNATIONAL GAME TECHNOLOGY	P	2012-01-12	2012-10-25
25 SHRS INTERNATIONAL GAME TECHNOLOGY	P	2012-01-12	2012-10-26
100 SHRS IRON MOUTAIN INC	P	2012-01-20	2012-05-24

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
2556 SHRS IRON MOUNTAIN INC	P	2012-11-21	2012-11-30
500 SHRS ISHARES S&P US PREFERRED STOCK INDEX	P	2012-07-09	2012-11-14
1000 SHRS ISHARES S&P US PREFERRED STOCK INDEX	P	2012-07-06	2013-02-08
100 SHRS JABIL CIRCUIT INC	P	2012-02-13	2012-08-07
100 SHRS PG&E CORP	P	2011-04-27	2012-04-04
200 SHRS PG&E CORP	P	2011-04-26	2012-04-05
50 SHRS PG&E CORP	P	2012-01-13	2012-04-09
100 SHRS REPUBLIC SERVICES INC	P	2012-01-11	2012-05-24
100 SHRS ROYAL DUTCH SHELL CL A ADR	P	2012-01-10	2012-05-24
100 SHRS SCHLUMBERGER LTD	P	2012-01-13	2012-05-24
50 SHRS UNITED TECHNOLOGIES CORP	P	2012-01-11	2012-05-24
50 SHRS ACCENTURE PLC US$	P	2012-01-24	2012-08-20
50 SHRS ENSCO PLC-CL A	P	2012-02-27	2012-08-07
200 SHRS NIELSEN HOLDING NV US$	P	2011-08-05	2012-05-24
100 SHRS AIR PRODUCTS & CHEMICALS INC	P	2004-02-25	2012-05-24
100 SHRS ALLEGHENY TECHNOLOGIES	P	2009-10-21	2012-05-31
100 SHRS ALLEGHENY TECHNOLOGIES	P	2009-09-24	2012-06-05
100 SHRS ALLERGAN INC	P	2004-08-11	2012-05-24
50 SHRS ALLERGAN INC	P	2004-08-11	2012-07-11
100 SHRS ALLSTATE CORP	P	2009-05-21	2012-09-25
150 SHRS ALLSTATE CORP	P	2009-05-20	2012-09-27
100 SHRS AMERICAN TOWER CORP	P	2008-04-28	2012-05-24
175 SHRS AON CORP	P	2010-05-27	2012-04-10
100 SHRS BB&T CORP	P	2011-03-30	2012-05-24
100 SHRS BARRICK GOLD CORP US$	P	2007-12-06	2012-05-24
300 SHRS BARRICK GOLD CORP US$	P	2006-02-10	2012-05-24
75 SHRS CENOVUS ENERGY INC US$	P	2011-03-07	2012-05-24
100 SHRS CERNER CORP	P	2006-08-03	2012-05-24
80 SHRS CERNER CORP	P	2006-08-03	2012-05-24
60 SHRS CERNER CORP	P	2006-08-02	2013-02-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
50 SHRS CHEVRON CORP	P	2011-03-31	2012-08-07
50 SHRS COLGATE-PALMOLIVE CO	P	2011-03-10	2012-07-27
75 SHRS COLGATE-PALMOLIVE CO	P	2011-03-10	2012-07-27
25 SHRS COLGATE-PALMOLIVE CO	P	2009-05-22	2012-07-27
200 SHRS COMCAST CORP CL A (NEW)	P	2011-02-01	2012-05-24
100 SHRS DANAHER CORP	P	2007-12-06	2012-05-24
125 SHRS DAVITA HEALTHCARE PARTNERS INC	P	2004-03-23	2012-06-04
175 SHRS THE WALT DISNEY CO	P	2006-01-06	2012-11-19
100 SHRS DISCOVERY COMMUNICATIONS INC CL A	P	2009-05-21	2012-12-19
85 SHRS EOG RESOURCES INC	P	2006-09-27	2013-02-08
100 SHRS ECOLAB INC	P	2008-12-05	2012-05-24
75 SHRS ECOLAB INC	P	2008-11-12	2012-07-27
175 SHRS EDISON INTERNATIONAL	P	2009-01-20	2012-05-15
100 SHRS EMERSON ELECTRIC CO	P	2009-05-21	2012-03-01
25 SHRS EMERSON ELECTRIC CO	P	2009-05-21	2012-03-02
100 SHRS EMERSON ELECTRIC CO	P	2009-05-21	2012-05-24
50 SHRS EMERSON ELECTRIC CO	P	2009-05-21	2012-08-07
75 SHRS EMERSON ELECTRIC CO	P	2004-02-25	2012-10-12
350 SHRS ENCANA CORP COM US$	P	2011-03-17	2012-08-07
100 SHRS ENCANA CORP COM US$	P	2011-02-07	2013-01-11
100 SHRS ENCANA CORP COM US$	P	2011-02-04	2013-01-14
100 SHRS ENCANA CORP COM US$	P	2011-02-04	2013-01-16
100 SHRS ENCANA CORP COM US$	P	2011-02-18	2013-01-17
50 SHRS ENCANA CORP COM US$	P	2011-02-18	2013-01-18
1378 7721 EUROPACIFIC GROWTH FUND CL F2	P	2010-12-28	2012-08-07
100 SHRS EXXON MOBIL CORP	P	2004-03-16	2012-07-16
100 SHRS FEDEX CORP	P	2004-02-25	2012-06-14
50 SHRS FEDEX CORP	P	2004-02-25	2012-06-15
20 SHRS FIRST SOLAR INC	P	2009-02-26	2012-04-09
55 SHRS FIRST SOLAR INC	P	2009-02-26	2012-04-10

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
500 SHRS GENERAL ELECTRIC CO (USD)	P	2004-03-10	2012-05-24
300 SHRS GENERAL ELECTRIC CO (USD)	P	2004-03-10	2012-08-07
20 SHRS GOOGLE INC CL A	P	2008-02-27	2012-08-07
25 SHRS GOOGLE INC CL A	P	2008-02-27	2012-09-24
300 SHRS HUMAN GENOME SCIENCES INC	P	2011-04-12	2012-04-19
100 SHRS INTERNATIONAL BUSINESS MACHINES CORP	P	2009-03-31	2012-10-19
105 SHRS INTERNATIONAL BUSINESS MACHINES CORP	P	2005-05-09	2012-10-22
300 SHRS JPMORGAN CHASE & CO	P	2008-04-11	2012-05-24
50 SHRS JPMORGAN CHASE & CO	P	2004-03-16	2012-08-07
200 SHRS JUNIPER NETWORKS INC	P	2009-06-30	2012-07-16
100 SHRS KLA-TENCOR CORP	P	2010-09-30	2012-07-26
100 SHRS KLA-TENCOR CORP	P	2011-08-24	2013-02-27
300 SHRS MAXIM INTEGRATED PRODS INC	P	2010-09-30	2012-04-10
200 SHRS MAXIM INTEGRATED PRODS INC	P	2009-01-27	2012-04-11
300 SHRS MAXIM INTEGRATED PRODS INC	P	2009-01-28	2012-04-11
300 SHRS MICROSOFT CORP	P	2004-02-25	2012-04-18
200 SHRS MICROSOFT CORP	P	2004-02-25	2012-05-24
175 SHRS MICROSOFT CORP	P	2004-02-25	2013-01-10
100 SHRS MICROCHIP TECHNOLOGY INC	P	2008-01-29	2012-05-04
100 SHRS MICROCHIP TECHNOLOGY INC	P	2008-01-29	2012-05-04
100 SHRS MICROCHIP TECHNOLOGY INC	P	2008-02-05	2012-05-07
100 SHRS MICROCHIP TECHNOLOGY INC	P	2008-02-05	2012-05-09
100 SHRS MICROCHIP TECHNOLOGY INC	P	1980-02-05	2012-05-10
100 SHRS MICROCHIP TECHNOLOGY INC	P	2008-02-06	2012-05-10
100 SHRS MICROCHIP TECHNOLOGY INC	P	2008-01-28	2012-05-11
100 SHRS MONSANTO CO NEW COM	P	2009-05-13	2012-05-24
1083 9574 SHRS NEW WORLD FUND CL F2	P	2010-12-28	2012-08-07
150 SHRS ORACLE CORP	P	2010-10-08	2012-08-07
100 SHRS PG&E CORP	P	2010-10-28	2012-04-09
100 SHRS PEPSICO INC	P	2004-02-25	2012-05-24

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
200 SHRS PFIZER INC	P	2011-05-06	2012-05-24
100 SHRS PHILIP MORRIS INTERNATIONAL INC	P	2008-04-29	2012-05-24
100 SHRS PROGRESSIVE CORP OHIO	P	2007-02-28	2012-08-07
100 SHRS QUALCOMM INC	P	2009-11-19	2012-05-24
30 SHRS QUALCOMM INC	P	2008-07-23	2013-02-08
100 SHRS REPUBLIC SERVICES INC	P	2011-03-09	2012-11-12
225 SHRS REPUBLIC SERVICES INC	P	2011-03-10	2012-11-16
100 SHRS RIO TINTO PLC ADR SPON	P	2010-10-27	2012-08-28
150 SHRS ROYAL DUTCH SHELL CL A ADR	P	2010-04-01	2012-08-07
125 SHRS ROYAL DUTCH SHELL CL A ADR	P	2004-02-25	2012-11-12
80 SHRS ROYAL DUTCH SHELL CL A ADR	P	2004-02-25	2012-11-29
100 SHRS SAP AG SPON ADR	P	2005-05-20	2012-04-18
100 SHRS SAP AG SPON ADR	P	2005-05-13	2012-04-18
100 SHRS SCHLUMBERGER LTD	P	2009-09-22	2012-05-24
400 SHRS SCHWAB CHARLES NEW	P	2009-09-21	2012-08-07
100 SHRS SCHWAB CHARLES NEW	P	2009-05-19	2012-11-09
200 SHRS SCHWAB CHARLES NEW	P	2009-10-29	2012-11-12
200 SHRS SCHWAB CHARLES NEW	P	2009-10-29	2012-11-13
300 SHRS SCHWAB CHARLES NEW	P	2009-10-28	2012-11-13
200 SHRS SCHWAB CHARLES NEW	P	2009-09-18	2013-02-26
100 SHRS SEATTLE GENETICS INC	P	2011-07-11	2012-08-07
100 SHRS SHIRE PLC ADR	P	2009-06-04	2012-05-24
100 SHRS SHIRE PLC ADR	P	2009-06-04	2012-09-28
100 SHRS SHIRE PLC ADR	P	2009-06-04	2012-10-04
100 SHRS SHIRE PLC ADR	P	2009-02-18	2012-10-08
80 SHRS SHIRE PLC ADR	P	2009-03-04	2012-10-10
20 SHRS SHIRE PLC ADR	P	2009-03-04	2012-10-22
100 SHRS TARGET CORP	P	2007-12-06	2012-05-24
50 SHRS 3M COMPANY	P	2010-02-11	2012-08-07
260 SHRS 3M COMPANY	P	2010-06-03	2012-11-13

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
125 SHRS UNITED PARCEL SERVICE INC CL B	P	2004-03-16	2012-06-27
15 SHRS UNITED PARCEL SERVICE INC CL B	P	2004-03-16	2012-11-12
35 SHRS UNITED PARCEL SERVICE INC CL B	P	2004-03-16	2013-01-14
50 SHRS UNITED TECHNOLOGIES CORP	P	2011-02-15	2012-05-24
100 SHRS UNITED HEALTH GROUP INC	P	2009-11-04	2012-05-24
50 SHRS UNITED HEALTH GROUP INC	P	2009-11-04	2012-08-07
60 SHRS UNITED HEALTH GROUP INC	P	2009-11-04	2013-02-11
100 SHRS ACCENTURE PLC US$	P	2011-05-18	2012-05-24
25 SHRS ACCENTURE PLC US$	P	2012-01-19	2013-02-11

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
211,257		96,050	115,207
3,445		4,991	-1,546
3,457		4,991	-1,534
3,488		4,930	-1,442
16,422		17,316	-894
3,125		3,440	-315
2,952		3,309	-357
3,438		3,356	82
1,964		2,018	-54
780		968	-188
4,312		5,252	-940
42,615		40,504	2,111
4,746		4,982	-236
4,503		5,042	-539
1,976		1,982	-6
1,935		1,950	-15
1,932		1,891	41
5,125		4,807	318
19,377		21,795	-2,418
1,620		7,995	-6,375
5,026		4,932	94
2,415		3,469	-1,054
3,121		3,428	-307
3,300		3,458	-158
4,935		4,509	426
2,620		1,748	872
1,268		1,752	-484
1,274		1,752	-478
318		438	-120
2,905		3,194	-289

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8		8	0
19,872		19,581	291
39,984		39,144	840
2,262		2,511	-249
4,327		4,612	-285
8,574		9,196	-622
2,131		2,065	66
2,653		2,725	-72
6,274		7,429	-1,155
6,540		7,597	-1,057
3,645		3,842	-197
3,043		2,826	217
2,823		2,943	-120
5,521		5,535	-14
7,984		4,923	3,061
3,202		3,496	-294
3,022		3,426	-404
8,987		3,589	5,398
4,484		1,795	2,689
4,000		2,593	1,407
5,958		3,870	2,088
6,575		4,354	2,221
8,583		6,852	1,731
3,002		2,775	227
3,909		3,499	410
11,752		8,841	2,911
2,341		2,963	-622
7,906		2,073	5,833
6,344		1,654	4,690
5,179		1,236	3,943

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,604		5,386	218
5,343		3,947	1,396
7,954		5,920	2,034
2,651		1,605	1,046
5,761		4,678	1,083
5,260		4,332	928
10,054		3,718	6,336
8,346		4,280	4,066
6,299		2,133	4,166
11,315		5,453	5,862
6,489		3,382	3,107
5,014		2,288	2,726
7,755		5,703	2,052
5,023		3,193	1,830
1,254		798	456
4,761		3,193	1,568
2,488		1,578	910
3,627		2,339	1,288
7,880		11,589	-3,709
1,991		3,209	-1,218
1,971		3,205	-1,234
1,943		3,205	-1,262
1,947		3,155	-1,208
966		1,552	-586
53,000		59,434	-6,434
8,507		4,214	4,293
8,678		6,872	1,806
4,352		3,436	916
405		2,095	-1,690
1,129		5,761	-4,632

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,568		15,610	-6,042
6,346		9,366	-3,020
12,825		9,443	3,382
18,274		11,741	6,533
4,294		8,649	-4,355
19,373		9,761	9,612
20,354		7,874	12,480
10,169		12,674	-2,505
1,854		2,065	-211
2,862		4,681	-1,819
4,963		3,511	1,452
5,505		3,547	1,958
8,266		5,068	3,198
5,480		2,712	2,768
8,218		3,826	4,392
9,348		8,022	1,326
5,759		5,348	411
4,666		4,680	-14
3,381		2,985	396
3,399		2,956	443
3,350		2,928	422
3,206		2,928	278
3,197		2,847	350
3,173		2,840	333
3,216		2,799	417
7,316		9,092	-1,776
55,000		61,277	-6,277
4,726		4,198	528
4,262		4,766	-504
6,863		5,197	1,666

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,403		4,107	296
8,521		5,196	3,325
1,985		2,283	-298
5,677		4,482	1,195
2,011		1,326	685
2,672		2,996	-324
6,078		6,729	-651
4,524		6,453	-1,929
10,680		8,329	2,351
8,504		6,088	2,416
5,324		3,896	1,428
6,492		4,159	2,333
6,488		4,051	2,437
6,540		4,643	1,897
5,286		7,212	-1,926
1,304		1,798	-494
2,585		3,595	-1,010
2,556		3,591	-1,035
3,847		5,308	-1,461
3,236		3,525	-289
2,441		2,066	375
8,811		4,294	4,517
8,844		4,294	4,550
8,831		4,294	4,537
8,754		4,284	4,470
6,913		3,174	3,739
1,746		688	1,058
5,693		5,553	140
4,583		4,012	571
23,307		20,483	2,824

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,587		8,489	1,098
1,080		1,019	61
2,765		2,377	388
3,645		4,179	-534
5,576		2,808	2,768
2,619		1,404	1,215
3,434		1,673	1,761
5,778		5,669	109
1,813		1,370	443

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	
			115,207
			-1,546
			-1,534
			-1,442
			-894
			-315
			-357
			82
			-54
			-188
			-940
			2,111
			-236
			-539
			-6
			-15
			41
			318
			-2,418
			-6,375
			94
			-1,054
			-307
			-158
			426
			872
			-484
			-478
			-120
			-289

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	
			0
			291
			840
			-249
			-285
			-622
			66
			-72
			-1,155
			-1,057
			-197
			217
			-120
			-14
			3,061
			-294
			-404
			5,398
			2,689
			1,407
			2,088
			2,221
			1,731
			227
			410
			2,911
			-622
			5,833
			4,690
			3,943

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	
			218
			1,396
			2,034
			1,046
			1,083
			928
			6,336
			4,066
			4,166
			5,862
			3,107
			2,726
			2,052
			1,830
			456
			1,568
			910
			1,288
			-3,709
			-1,218
			-1,234
			-1,262
			-1,208
			-586
			-6,434
			4,293
			1,806
			916
			-1,690
			-4,632

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	
			-6,042
			-3,020
			3,382
			6,533
			-4,355
			9,612
			12,480
			-2,505
			-211
			-1,819
			1,452
			1,958
			3,198
			2,768
			4,392
			1,326
			411
			-14
			396
			443
			422
			278
			350
			333
			417
			-1,776
			-6,277
			528
			-504
			1,666

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	
			296
			3,325
			-298
			1,195
			685
			-324
			-651
			-1,929
			2,351
			2,416
			1,428
			2,333
			2,437
			1,897
			-1,926
			-494
			-1,010
			-1,035
			-1,461
			-289
			375
			4,517
			4,550
			4,537
			4,470
			3,739
			1,058
			140
			571
			2,824

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	
			1,098
			61
			388
			-534
			2,768
			1,215
			1,761
			109
			443

Form 990PF Part XV Line 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*				
ADAT SHALOM SYNAGOGUE 29901 MIDDLEBELT ROAD FARMINGTON HILLS, MI 48331	NONE	170 (C)	RABBI BERGMAN DISCRETIONARY FUND	18,000
ADAT SHALOM SYNAGOGUE 29901 MIDDLEBELT ROAD FARMINGTON HILLS, MI 48331	NONE	170 (C)	ANNUAL SUPPORT	4,075
ADAT SHALOM SYNAGOGUE 29901 MIDDLEBELT ROAD FARMINGTON HILLS, MI 48331	NONE	170 (C)	SCHOLARSHIP SUPPORT	3,500
AKIVA HEBREW DAY SCHOOL 21100 W 12 MILE RD SOUTHFIELD, MI 48076	NONE	170 (C)	EDUCATIONAL AND RELIGIOUS	1,000
AMERICAN ISREAL EDUCATION FUND TWO WEST SECOND STREET TULSA, OK 74103	NONE	170 (C)	EDUCATIONAL	282,341
BONEI OLAM INC 1755 46TH STREET BROOKLYN, NY 11204	NONE	501 (C) 3	SUPPORT	3,600
DETROIT PUBLIC TELEVISION 1 CLOVER COURT WIXOM, MI 48393	NONE	170 (C)	ANNUAL SUPPORT	40,000
DETROIT RIVER FRONT CONSERVACY SUITE 1720 DETROIT, MI 48243	NONE	170 (C)	SUPPORT	5,000
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201	NONE	170 (C)	TESSITURA PROGRAM	125,000
JEWISH COMMUNITY CENTER 6600 W MAPLE RD WEST BLOOMFIELD, MI 48322	NONE	170 (C)	SUPPORT	51,000
JEWISH HERITAGE FOUNDATION 23775 COMMERCE PARK RD SUITE 1 BEACHWOOD, OH 11204	NONE	170 (C)	SUPPORT - STEP FORWARD PLEDGE	21,000
MICHIGAN HUMANE SOCIETY 30300 TELEGRAPH RD BINGHAM FARMS, MI 48025	NONE	170 (C)	SUPPORT	2,500
STAM GEMACH 116 WILLIAMSBURG LANE LAKEWOOD, NJ 08701	NONE	170 (C)	SUPPORT	3,600
TEMPLE KOL AMI 5085 WALNUT LAKE RD WEST BLOOMFIELD, MI 48323	NONE	170 (C)	EDUCATIONAL AND RELIGIOUS	5,200
UNIVERSITY OF MICHIGAN 839 GREENE STREET ANN ARBOR, MI 481043209	NONE	170 (C)	SUPPORT	25,000

Form 990PF Part XV Line 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*				
V HECHZAKTA BO PO BOX 310737 DETROIT, MI 48231	NONE	170 (C)	SUPPORT	20,000
YOUNG ISRAEL OF SOUTHFIELD 27705 LAHSER ROAD SOUTHFIELD, MI 48076	NONE	170 (C)	RABBI MORRIS DISCRETIONARY FUND AND PLAYGROUND EQUIPMENT	13,600
Total . . . . ▶ **3a**				624,416

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Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization
STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

Employer identification number
38-3531285

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

Employer identification number
38-3531285

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STANLEY DFRANKEL 663 S HILLS BLOOMFIELD HILLS, MI 48302	$ 1,618,094	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

Employer identification number
38-3531285

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURTIES	$ 1,618,094	2012-12-24

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

Employer identification number
38-3531285

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc ,
contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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TY 2012 Accounting Fees Schedule

Name: STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

EIN: 38-3531285

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	3,610	0		0

TY 2012 Investments Corporate Stock Schedule

Name: STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

EIN: 38-3531285

Name of Stock	End of Year Book Value	End of Year Fair Market Value
825 SHS JP MORGAN CHASE & CO	31,508	40,359
800 SHS GENPACT LTD	12,502	14,088
90 SHS EOG RESOURCES, INC.	5,603	11,314
400 SHS AIR PRODUCTS & CHEMICAL, INC.	20,731	34,536
500 SHS ALLEGHENY TECHNOLOGIES	14,479	15,235
250 SHS BARRICK GOLD CORP	7,115	7,560
325 SHS NUCOR CORP	10,653	14,641
95 SHS RIO TINTO PLC	5,835	5,096
525 SHS TARGET CORP	27,222	33,054
600 SHS AMERICAN TOWER CORP	26,852	46,560
700 SHS PROGRESSIVE CORP	11,237	17,052
945 SHS BROADCOM CORP	23,344	32,215
55 SHS GOOGLE, INC.	22,273	44,066
170 SHS INTERNATIONAL BUSINESS MACHINE	12,607	34,141
325 SHS CHEVRON CORP	28,777	38,074
495 SHS ROYAL DUTCH SHELL	22,639	32,497
200 SHS ECOLAB, INC	6,100	15,310
100 SHS BOEING	4,807	7,690
750 SHS DANAHER	24,026	46,200
400 SHS EMERSON ELECTRIC CO	12,472	22,680
1100 SHS GENERAL ELECTRIC CO	28,272	25,542
1143 SHS IRON MOUNTAIN, INC.	28,375	39,434
75 SHS UNION PACIFIC	2,309	10,283
475 SHS UNITED TECHNOLOGIES CO.	36,001	43,011
1750 SHS COMCAST CORP	33,856	69,633
325 SHS THE WALT DISNEY CO	6,133	17,742
375 SHS NESTLE NAM	12,818	26,321
310 SHS CERNER CORP	6,286	27,113
925 SHS MICROSOFT CORP	23,821	25,715
420 SHS QUALCOMM, INC.	18,162	27,569

Name of Stock	End of Year Book Value	End of Year Fair Market Value
26467 SHS EUROPACIFIC GROWTH FUND	830,448	1,114,520
11963 SHS NEW WORLD FUND, INC	366,861	659,412
295 SHS GOLDMAN SACHS GROUP	31,686	44,179
100 SHS AGILENT TECHNOLOGIES	3,097	4,148
80 SHS APPLE, INC.	11,641	35,312
300 SHS EBAY, INC.	8,216	16,413
95 SHS VISA, INC.	6,948	15,070
100 SHS PEPSICO	5,156	7,577
150 SHS TIME WARNER, INC.	8,221	12,958
425 SHS ALLERGAN, INC.	15,214	46,079
1100 SHS CENOVUS ENERGY, INC.	34,043	35,541
565 SHS MONSANTO CO	38,359	57,082
450 SHS STANLEY BLACK & DECKER	24,745	35,415
400 SHS SCRIPPS NETWORK INTERACTIVE	14,986	25,220
1450 SHS BRISTOL MYERS SQUIBB CO	41,897	53,607
100 SHS NOVO NORDISK A/S	7,230	17,500
190 SHS UNITED HEALTH GROUP	5,109	10,154
500 SHS CHARLES SCHWAB	8,445	8,118
200 SHS NATIONAL GRID PLC	10,985	11,020
925 SHS HALLIBURTON CO.	27,561	38,397
325 SHS NOBLE ENERGY INC	22,984	36,020
350 SHS NORFOLK SOUTH CORP	39,727	47,117
375 SHS COACH, INC	16,831	18,124
300 SHS NIKE INC	13,492	16,338
690 SHS TIFFANY & CO	33,377	46,340
175 SHS AON CORP	8,583	10,691
725 SHS MARSH & MCLENNAN CO	20,106	26,927
300 SHS KLA-TENCOR CORP	10,285	16,428
1050 SHS ORACLE CORP	28,162	35,952
1000 SHS NIELSEN HOLDINGS	20,901	26,952

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300 SHS TE CONNECTIVITY LTD	5,234	12,039
225 SHS DRIL-QUIP INC	14,148	18,502
300 SHS DOW CHEMICAL CO	8,948	9,516
1200 SHS CAE INC	9,805	8,820
200 SHS CATERPILLAR INC	28,761	30,020
800 SHS EATON CORP	45,626	54,224
375 SHS REPUBLIC SERVICES INC	11,120	11,790
1225 SHS CARNIVAL CORP COMMON PAIRED	37,381	43,818
850 SHS HOME DEPOT INC	29,060	58,225
350 SHS SIGNET JEWELERS LTD	14,453	21,427
50 SHS DIAGEO PLC SPR	4,314	5,986
845 SHS EXPRESS SCRIPTS	41,317	48,106
1850 SHS GILEAD SCIENCES	45,000	79,032
400 SHS PFIZER INC	8,215	10,948
1300 SHS SEATTLE GENETICS INC	24,806	36,582
250 SHS ACE LTD	16,673	21,348
300 SHS AFLAC INC	12,425	14,985
1305 SHS BB&T CORP	35,612	39,620
225 SHS ACCENTURE PLC	12,142	16,731
1350 SHS JABIL CIRCUIT INC	26,864	25,286
1000 SHS JACK HENRY & ASSOC INC	33,598	43,720
400 SHRS COBALT INTERNATIONAL ENERGY	12,174	9,868
200 SHRS CONOCOPHILLIPS	11,088	11,590
375 SHRS ENSCO PLC-CL A	21,189	22,551
400 SHRS KINDER MORGAN INC	13,660	14,828
705 SHRS SCHLUMBERGER LTD	28,751	54,884
425 SHRS MOSAIC CO/THE	22,944	24,880
500 SHRS DARDEN RESTAURANTS INC	25,032	23,135
1900 NEWELL RUBBERMAID INC	41,459	44,346
165 SHRS STARBUCKS CORP	8,562	9,050

Name of Stock	End of Year Book Value	End of Year Fair Market Value
525 SHRS BEAM INC	28,499	32,041
310 SHRS PHILIP MORRIS INTERNATIONAL	21,740	28,442
450 SHRS CENTENE CORP	18,076	20,259
400 SHRS IRONWOD PHARMACEUTICALS INC	5,199	5,972
130 SHRS BLACKROCK INC	24,133	31,168
600 SHRS CME GROUP INC	34,641	35,802
400 SHRS VERISIGN INC	18,271	18,324
300 SHRS ISHARES S&P	11,730	12,051
10000 SHRS AGREE REALTY CORP	263,099	280,700
7700 SHRS HOME DEPOT INC	474,089	527,450
2000 SHRS ILLINOIS TOOL WORKS INC	122,180	123,000
5000 SHRS JP MORGAN	139,267	244,600
3000 SHRS REYNOLDS AMERN INC	125,000	131,040
5000 SHRS SUN COMMUNITIES	199,800	232,650
5000 SHRS CONSUMER SECTOR SPDR	236,600	254,650

TY 2012 Other Expenses Schedule

Name: STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

EIN: 38-3531285

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	24,693	24,693		0
STATE FILING FEES	20	0		0

TY 2012 Other Income Schedule

Name: STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

EIN: 38-3531285

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION SETTLEMENT	133	133	133

TY 2012 Taxes Schedule

Name: STANLEY AND JUDITH FRANKEL FAMILY FOUNDATION

EIN: 38-3531285

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE	6,152	0		0