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 13\14

Open to Public Inspection

For calendar year 2012 or tax year beginning 06/01 **, 2012, and ending** 05/31,20 13

Name of foundation DELONG-SWEET CHARITABLE FOUNDATION C/O COMERICA BANK

A Employer identification number 31-1605979

Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 75000 MC 4675

Room/suite

B Telephone number (see instructions) 619- 652-5725

City or town, state, and ZIP code DETROIT, MI 48275-4675

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)* ▶ $ 8,356,262.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	208,053.	208,053.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	156,798.			
b Gross sales price for all assets on line 6a 2,264,008.				
7 Capital gain net income (from Part IV, line 2)		156,798.		
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)				
12 **Total.** Add lines 1 through 11	364,851.	364,851.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	66,000.	33,000.		33,000.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 12	1,060.	530.	NONE	530.
c Other professional fees (attach schedule) STMT 13	78,806.	78,806.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 14	1,152.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 15	8,995.	8,995.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	156,013.	121,331.	NONE	33,530.
25 Contributions, gifts, grants paid	358,000.			358,000.
26 **Total expenses and disbursements** Add lines 24 and 25	514,013.	121,331.	NONE	391,530.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-149,162.			
b **Net investment income** (if negative, enter -0-)		243,520.		
c **Adjusted net income** (if negative, enter -0-)				

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SCANNED FEB 23 2017

Statute clear FEB 15 2017 J. PENROD

Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	248,794.	323,097.	323,097.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	4,828,420.	4,618,368.	5,824,072.
	c Investments - corporate bonds (attach schedule)	2,077,236.	2,084,323.	2,209,093.
	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)	7,154,450.	7,025,788.	8,356,262.
Liabilities	17 Accounts payable and accrued expenses		NONE	
	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)		NONE	
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	7,154,450.	7,025,788.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	7,154,450.	7,025,788.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,154,450.	7,025,788.	

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	7,154,450.
2 Enter amount from Part I, line 27a	2	-149,162.
3 Other increases not included in line 2 (itemize) ▶ DEPOSIT MADE IN ERROR	3	20,500.
4 Add lines 1, 2, and 3	4	7,025,788.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,025,788.

31-1605979

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	PUBLICLY TRADED SECURITIES			
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	2,263,425.		2,107,210.	156,215.
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				156,215.
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	156,798.
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 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	362,699.	7,631,050.	0.047529
2010	290,138.	7,677,806.	0.037789
2009	321,204.	6,105,261.	0.052611
2008	350,618.	6,069,523.	0.057767
2007	403,639.	7,675,490.	0.052588

2 **Total** of line 1, column (d)	2	0.248284
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	0.049657
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,862,831.
5 Multiply line 4 by line 3	5	390,445.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,435.
7 Add lines 5 and 6	7	392,880.
8 Enter qualifying distributions from Part XII, line 4	8	391,530.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,870.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	4,870.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,870.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 8,584.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	8,584.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,714.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,714. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ COMERICA BANK Telephone no. ▶ (877)405-1091

Located at ▶ 101 N MAIN ST, STE 100, ANN ARBOR, MI ZIP+4 ▶ 48104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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: X
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
Paul Ingalls PO Box 75000 mc4675, Detroit, MI 48275-4675	trustee 2	18,000.	-0-	-0-
J Wycliffe DeLong PO Box 75000 MC 4675, Detroit, MI 48275-4675	Trustee 2	12,000.		
James Wycliffe DeLong P O Box 75000 MC 4765, Detroit, MI 48275-4765	Trustee 2	24,000.		
Peggy Ingalls Suckow PO Box 75000 MC 4765, Detroit, MI 48275-4765	Trustee 2	12,000.		

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	7,982,570.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,982,570.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,982,570.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,739.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,862,831.
6	**Minimum investment return.** Enter 5% of line 5	6	393,142.

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	393,142.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,870.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,870.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	388,272.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	388,272.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	388,272.

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	391,530.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	391,530.
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	N/A
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	391,530.

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				388,272.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			312,503.	
b Total for prior years 20 10 , 20 ___ , 20 ___		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 ...... NONE				
b From 2008 ...... NONE				
c From 2009 ...... NONE				
d From 2010 ...... NONE				
e From 2011 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 391,530.				
a Applied to 2011, but not more than line 2a			312,503.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				79,027.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				309,245.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached list	NONE	EXEMPT	GENERAL USE	358,000.
Total ▶ **3a**				358,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(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	208,053.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	156,798.	
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)				364,851.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 364,851.

(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.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee	Date: 11/02/2013	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT A. DROGS		11/02/2013		P00446414

Firm's name ▶ COMERICA BANK TAX DEPARTMENT — Firm's EIN ▶ 42-1741646

Firm's address ▶ P.O. BOX 75000 MC 9413
DETROIT, MI 48275 — Phone no. 734-930-2416

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD SPONSORED ADR	260.	260.
AFLAC INC	580.	580.
AGCO CORP	12.	12.
AOL TIME WARNER 7.625% DUE 04/15/2031	648.	648.
AT&T INC 5.5% 02/01/2018	1,375.	1,375.
ADIDAS AG ADR	178.	178.
ADVANCE AUTO PARTS	6.	6.
AGILENT TECHNOLOGIES INC	9.	9.
AIR PRODUCTS & CHEMICAL INC	1,315.	1,315.
AIRGAS INC	74.	74.
ALEXANDRIA REAL ESTATE EQUITY INC	119.	119.
ALLSTATE CORP 6.75% 05/15/2018	1,688.	1,688.
ALTERA CORP	48.	48.
AMERICAN ASSETS TR INC (REIT)	73.	73.
AMERICAN CAMPUS COMMUNITIES INC (REIT)	91.	91.
AMERICAN EXPRESS CO	375.	375.
AMERICAN EXPRESS CO 6.15% 08/28/2017	1,538.	1,538.
AMGEN INC	336.	336.
AMGEN INC SR NT 5.85% 06/01/2017	1,463.	1,463.
ANALOG DEVICES INC	128.	128.
ANGLO AMERICAN PLC ADR	158.	158.
ANHEUSER BUSCH COS INC 6.45% 09/01/2037	525.	525.
ANHEUSER BUSCH INBEV SA/NV ADR	93.	93.
APACHE CORP	109.	109.
APOLLO INVESTMENT CORP	179.	179.
APPLIED MATLS INC	729.	729.
ARES CAPITAL CORP	493.	493.
ARM HOLDINGS PLC-SPONS ADR	143.	143.
AUTOLIV INC	440.	440.
AUTOMATIC DATA PROCESSING INC	321.	321.
AVALONBAY COMMUNITIES INC REITS	215.	215.
BG GROUP PLC SPON ADR	124.	124.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRE PROPERTIES INC PPTYS INC CL A	28.	28.
BANK OF AMERICA CORP 5.125% 11/15/2014	564.	564.
BANK OF NOVA SCOTIA	1,861.	1,861.
BAYER AG ADR	166.	166.
BAYERISCHE MOTOREN WERKE A G ADR	170.	170.
BELLE INTL HLDGS LTD ADR	45.	45.
BHP LIMITED SPONS ADR	237.	237.
BIOMED REALTY TRUST INC (REIT)	157.	157.
BLACKROCK GLOBAL ALLOC A	2,371.	2,371.
BOEING CO COMMON	1,784.	1,784.
BOSTON PROPERTYS INC	217.	217.
BRITISH AMERN TOB PLC SPONSORED ADR	2,460.	2,460.
BROADRIDGE FINL SOLUTIONS INC	167.	167.
BROOKFIELD PROPERTIES CORP	48.	48.
CBS CORP NEW CL B	49.	49.
CME GROUP INC	1,118.	1,118.
CMS ENERGY CORP	46.	46.
CSX CORP	844.	844.
CVS/CAREMARK CORP 6.125% 08/15/2016	476.	476.
CAMDEN PROPERTY TR	119.	119.
CAMECO CORP	114.	114.
CANON INC ADR REPRESENTING 5 SHARES	321.	321.
CAPITAL ONE FINANCIAL CORP	121.	121.
CAPITAL ONE FINL CORP 6.15% 09/01/2016	615.	615.
CARNIVAL CORP	1,116.	1,116.
CARPENTER TECHNOLOGY CORP	21.	21.
CATERPILLAR INC	186.	186.
CATERPILLAR FINL SVCS CORP 4.85% 12/07/2	534.	534.
CELANESE CORP DE COM SER A	14.	14.
CHINA UNICOM LTD SPON ADR	58.	58.
CISCO SYS INC	1,083.	1,083.
CISCO SYS INC 5.5% 02/22/2016	550.	550.
CITIGROUP INC 4.875% 05/07/2015	1,463.	1,463.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITIGROUP INC 6.125% 05/15/2018	613.	613.
CLOROX CO	1,407.	1,407.
COCA COLA CO	2,064.	2,064.
COHEN & STEERS INTL RLTY FD CL A	7,619.	7,619.
COLGATE PALMOLIVE CO	1,524.	1,524.
COMCAST CORP SPECIAL CL A	393.	393.
COMPAGNIE FINANCIERE RICHEMONT A ADR	47.	47.
CEMIG COMPANHIA NEW ADR	246.	246.
CONOCOPHILLIPS CDA FDG CO I 5.625% 10/15	563.	563.
CUBESMART	40.	40.
CUMMINS ENGINE INC	219.	219.
DDR CORP	128.	128.
DARDEN RESTAURANTS INC	112.	112.
DEERE JOHN CAP CORP MTN 4.5% 04/03/2013	179.	179.
DEERE JOHN CAP CORP MTN 1.2% 10/10/2017	68.	68.
DELL INC NT 2.3% 09/10/2015	201.	201.
DIAGEO PLC SPNSRD ADR NEW	495.	495.
WALT DISNEY CO	56.	56.
DOUGLAS EMMETT INC	13.	13.
DUKE ENERGY CORP 5.625% 11/30/2012	281.	281.
DUPONT FABROS TECHNOLOGY INC (REIT)	104.	104.
ENI S P A SPON ADR	214.	214.
EPR PROPERTIES (REIT)	177.	177.
EDISON INTERNATIONAL	76.	76.
EMBARQ CORP 7.995% 06/01/2036	879.	879.
EMERSON ELEC CO	1,296.	1,296.
ENERGY TRANSFER PARTNERS L P 5.95% 02/01	476.	476.
EPR PROPERTIES (F/K/A ENTERTAINMENT PROP	139.	139.
EQUITY LIFESTYLE PROPERTIES (REIT)	76.	76.
EQUITY RESIDENTIAL PROPERTIES TR (REIT)	414.	414.
EQUITY RESIDENTIAL 5.125% 03/15/2016	513.	513.
ESSEX PROPERTY TRUST INC (REIT)	18.	18.
EXPEDITORS INTERNATIONAL	302.	302.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXTRA SPACE STORAGE INC (REIT)	103.	103.
EXXON MOBIL CORP COMMON STOCK	1,096.	1,096.
FMC CORP - NEW	38.	38.
FACTSET RESEARCH SYSTEMS INC	218.	218.
FAMILY DOLLAR STORES	48.	48.
FANUC LTD ADR	36.	36.
FEDERAL HOME LN MTG CORP PARTN C GROUP N	237.	237.
FEDERAL HOME LN MTG CORP PARTN C GROUP N	245.	245.
FEDERAL HOME LN MTG CORP PARTN C GROUP N	565.	565.
FEDERAL HOME LN MTG CORP PARTN C GROUP N	48.	48.
FEDERAL HOME LN MTG CORP PARTN GROUP NBR	59.	59.
FEDERAL HOME LN MTG CORP 4.875% 11/15/20	1,463.	1,463.
FEDERAL HOME LN MTG CORP 4.75% 11/17/201	428.	428.
FEDERAL NATL MTG ASSN POOL #256062 5.5%	334.	334.
FEDERAL REALTY INV TRUST (REIT)	149.	149.
FEDERAL HOME LN MTG CORP MULTICL CMO 4.1	544.	544.
FEDERAL HOME LN MTG CORP MULTICL CMO 3.9	558.	558.
FEDERAL NATL MTG ASSN GTD MTG POOL NBR A	106.	106.
FEDERAL NATL MTG ASSN POOL NBR AL0228 5	302.	302.
FEDERAL NATL MTG ASSN 5.375% 06/12/2017	1,398.	1,398.
FEDERAL NATL MTG ASSN POOL #745355 5% 0	492.	492.
FEDERAL NATL MTG ASSN POOL #847842 5.5%	97.	97.
FEDERAL NATL MTG ASSN POOL NBR 848782 6	407.	407.
FEDERAL NATL MTG ASSN POOL #888356 5.5%	708.	708.
FEDERAL NATL MTG ASSN POOL #888435 5.5%	33.	33.
FEDERAL NATL MTG ASSN POOL NBR 888439 5	203.	203.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	466.	466.
FEDERAL NATL MTG ASSN POOL NBR 890314 5.	284.	284.
FEDERAL NATL MTG ASSN POOL NBR 894675 6.	193.	193.
FEDERAL NATL MTG ASSN POOL #898565 6.5%	1,250.	1,250.
FEDERAL NATL MTG ASSN POOL NBR 902408 6	125.	125.
FEDERAL NATL MTG ASSN POOL #928739 6.5%	791.	791.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	106.	106.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	158.	158.
FEDERAL NATL MTG ASSN POOL NBR 933441 5.	291.	291.
FEDERAL NATL MTG ASSN POOL #936519 6.5%	105.	105.
FEDERAL NATL MTG ASSN POOL #937630 5% 06	172.	172.
FEDERAL NATL MTG ASSN POOL NBR 944072 6.	292.	292.
FEDERAL NATL MTG ASSN GTD MTG PA POOL #9	119.	119.
FEDERAL NATL MTG ASSN GTD MTG PA POOL #9	34.	34.
FEDERAL NATL MTG ASSN GTD MTG PA POOL #9	25.	25.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	591.	591.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	22.	22.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	572.	572.
FEDERAL NATL MTG ASSN GTD MTG PA POOL #9	90.	90.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	178.	178.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	376.	376.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	59.	59.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	194.	194.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	242.	242.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	102.	102.
FEDERAL NATL MTG ASSN GTD MTG PA POOL #A	301.	301.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	201.	201.
FEDERAL NATL MTG ASSN GTD MTG PA POOL NB	934.	934.
FEDEX CORP	159.	159.
FIDELITY INSTIT PRIME MMF 1	3.	3.
FIFTH THIRD BANCORP COM	165.	165.
FIRST NIAGARA FINL GROUP INC	224.	224.
FIRST POTOMAC REALTY TRUST (REIT)	116.	116.
FLOWSERVE CORP	40.	40.
FRANKLIN RES INC	1,178.	1,178.
FREEPORT-MCMORAN COPPER & GOLD, INC CL B	166.	166.
FRESENIUS SE & CO KGAA SPONSORED ADR	51.	51.
GNC HLDGS INC	25.	25.
GENERAL ELECTRIC CO 5% 02/01/2013	1,350.	1,350.
GENERAL ELEC CAP CORP 5.625% 09/15/2017	563.	563.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL MILLS INC	1,188.	1,188.
GLAXO WELLCOME PLC ADR	1,038.	1,038.
GLOBAL PAYMENTS INC	10.	10.
GOLDMAN SACHS GROUP INC	329.	329.
GOLDMAN SACHS 5.35% 01/15/2016	1,552.	1,552.
GREAT PLAINS ENERGY INC	111.	111.
GREENHILL & CO INC	517.	517.
HCA HLDGS INC COM	1,008.	1,008.
HCP INC (REIT)	417.	417.
HDFC BANK LTD ADR	52.	52.
HSBC HOLDINGS PLC-SPONS ADR	293.	293.
HARMAN INTL INDS INC NEW	32.	32.
HARTFORD FINL SERVICES GROUP INC	124.	124.
HASBRO INC	85.	85.
HEALTH CARE REIT INC	175.	175.
HELMERICH & PAYNE INC	49.	49.
HOME DEPOT INC	787.	787.
HOME DEPOT INC 5.4% 03/01/2016	1,350.	1,350.
HOST MARRIOTT CORP (REIT)	140.	140.
HUNTINGTON BANCSHARES INC	167.	167.
IBM INTL GROUP CAP LLC 5.05% 10/22/2012	631.	631.
IVA FIDUCIARY TR WORLDWIDE FUND CL A	4,865.	4,865.
ILLINOIS TOOL WKS INC	2,131.	2,131.
INDUSTRIAL & COML BK CHINA ADR	396.	396.
INGREDION INC	112.	112.
INTEL CORP	3,427.	3,427.
INTERNATIONAL FLAVORS & FRAGRANCES	20.	20.
INTUIT INC	25.	25.
INVESTMENT MANAGERS SER TR FAMCO MLP & E	4,204.	4,204.
ISHARES RUSSELL MIDCAP VALUE	53.	53.
ISHARES TR-S&P SMALL CAP 600	1,945.	1,945.
ITAU UNIBANCO BANCO MULTIPLO SA SPONSORE	256.	256.
IVY ASSET STRATEGY	6,239.	6,239.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
J P MORGAN CHASE & CO	866.	866.
JPMORGAN CHASE & CO 5.125% 09/15/2014	1,435.	1,435.
JPMORGAN CHASE & CO 5.15% 10/01/2015	432.	432.
JOHNSON & JOHNSON	1,786.	1,786.
KAR AUCTION SVCS INC	27.	27.
KILROY REALTY CORPORATION (REIT)	175.	175.
KIMBERLY CLARK CORP 5% 08/15/2013	1,250.	1,250.
KITE REALTY GROUP TRUST (REIT)	17.	17.
KOMATSU LTD ADR	175.	175.
LI & FUNG LTD ADR	167.	167.
LEGG MASON INC	188.	188.
LENNAR CORP CL A	12.	12.
LIBERTY PROPERTY TRUST (REIT)	195.	195.
LOEWS CORP 5.25% 03/15/2016	1,313.	1,313.
LORILLARD INC	169.	169.
LOWES COS INC	360.	360.
MACERICH COMPANY (REIT)	151.	151.
MANULIFE FINANCIAL CORP	225.	225.
MARATHON OIL CORP 6.6% 10/01/2037	594.	594.
MARRIOTT INTL INC NEW CL A	315.	315.
MASTERCARD INC	98.	98.
MAXIMUS INC	23.	23.
MCDONALDS CORP	949.	949.
MCDONALDS CORP 5% 02/01/2019	400.	400.
MEDTRONIC INC	1,567.	1,567.
MERCK & CO INC NEW	534.	534.
METLIFE INC 5% 06/15/2015	1,250.	1,250.
MICROSOFT CORP	524.	524.
MORGAN STANLEY 4.75% 04/01/2014	429.	429.
MURPHY OIL CORP NT 2.5% 12/01/2017	26.	26.
NTT DOCOMO INC ADR	1,944.	1,944.
NATIONAL-OILWELL INC	119.	119.
NATIONAL RETAIL PROPERTIES INC (REIT)	103.	103.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATIONWIDE FINL SVCS INC 5.1% 10/01/2015	1,275.	1,275.
NESTLE SA SPONSORED ADR	151.	151.
NEWCREST MNG LTD-SPON ADR	87.	87.
NEXTERA ENERGY INC	1,968.	1,968.
NIKE INC CL B	101.	101.
NOBLE ENERGY INC	49.	49.
NORTHEAST UTILS	1,815.	1,815.
NOVARTIS A G ADR	2,706.	2,706.
NOVO NORDISK A S ADR	109.	109.
NOVOZYMES A/S UNSPONSORED ADR	41.	41.
NV ENERGY INC	127.	127.
OMNICOM GROUP INC	299.	299.
OMEGA HEALTHCARE INVESTORS, INC (REIT)	184.	184.
ONEOK PARTNERS L P 6.15% 10/01/2016	684.	684.
ORACLE CORPORATION	602.	602.
PPG INDUSTRIALS 5.75% 03/15/2013	1,438.	1,438.
PVH CORP	2.	2.
PACIFIC GAS & ELEC CO 4.8% 03/01/2014	486.	486.
PACKAGING CORP OF AMERICA	146.	146.
PARKER HANNIFIN CORP	163.	163.
PEARSON PLC SPON ADR	1,770.	1,770.
PEBBLEBROOK HOTEL TRUST (REIT)	19.	19.
PERNOD RICARD S A ADR	95.	95.
PIEDMONT OFFICE REALTY TR (REIT)	60.	60.
PIMCO COMMODITY REAL RETURN STRATEGY-A	1,726.	1,726.
PIMCO ETF TR TOTAL RETURN EXCHANGE-TRADE	6,448.	6,448.
PING AN INS GROUP CO CHINA LTD ADR	70.	70.
PIONEER NATURAL RESOURCES	4.	4.
PROCTER & GAMBLE CO	609.	609.
PROLOGIS INC (REIT)	198.	198.
PRUDENTIAL FINANCIAL INC 4.75% 09/17/201	440.	440.
PRUDENTIAL PLC ADR	383.	383.
PUBLIC STORAGE INC (REIT)	357.	357.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
QUALCOMM INC	562.	562.
RLJ LODGING TR COM	82.	82.
RAMCO-GERSHENSON PROPERTY TRUST(REIT)	66.	66.
RAYTHEON COMPANY	1,948.	1,948.
REGENCY CENTERS CORP	124.	124.
REGIONS FINL CORP	25.	25.
REINSURANCE GROUP OF AMERICA	150.	150.
RELIANCE STEEL & ALUMINUM CO	54.	54.
RENT A CTR INC NEW	57.	57.
RETAIL OPPORTUNITY INVTS CORP	72.	72.
RETAIL PPTYS AMER INC REIT	81.	81.
ROCHE HLDG LTD SPON ADR	221.	221.
ROCKWELL AUTOMATION INC	283.	283.
ROCKWOOD HLDGS INC	40.	40.
ROLLS-ROYCE PLC ADR	139.	139.
RYDEX RUSSELL TOP 50	848.	848.
SEI INVESTMENT COMPANY	1,046.	1,046.
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 ST	2,680.	2,680.
SABMILLER PLC - SPONS ADR	301.	301.
SAIPEM S P A ADR	115.	115.
SCHLUMBERGER LTD	390.	390.
SCHRODER SER TR EMERGING MKTS EQUITY FUN	804.	804.
SELECT INCOME REIT	60.	60.
SIMON PROPERTY GROUP INC (REIT)	746.	746.
SNAP ON INC	97.	97.
SOLERA HLDGS INC	54.	54.
SPECTRUM BRANDS HLDGS INC	101.	101.
STARWOOD HOTELS & RESORTS	321.	321.
STERLITE INDS INDIA LTD ADR	138.	138.
SUNCOR ENERGY INC NEW	68.	68.
TELECOM ITALIA CAPITAL 6.375% 11/15/2033	701.	701.
TELENOR ASA SPONSORED ADR	361.	361.
TEMPLETON INCOME TR INCOME FD	6,129.	6,129.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TENCENT HLDGS LTD ADR	32.	32.
TESCO PLC SPONSORED ADR	168.	168.
TEVA PHARMACEUTICAL INDUSTRIES LTD (ISRA	485.	485.
TEXAS INSTRS INC	536.	536.
3M CO	295.	295.
TIFFANY & CO	282.	282.
TIME WARNER INC	94.	94.
TORONTO DOMINION BK ONT	1,469.	1,469.
TOTAL S A SPONSORED ADR	2,322.	2,322.
TOTAL CAP 3% 06/24/2015	300.	300.
TOWERS WATSON & CO CL A	80.	80.
TOYOTA MTR CORP ADR	523.	523.
UBS RMA MONEY FUND MONEY MARKET PORT	2.	2.
UNILEVER PLC-SPONSORED ADR	694.	694.
UBS BANK USA DEPOSIT ACCOUNT .05%	147.	147.
UNITED PARCEL SERVICE CL B	2,343.	2,343.
U S TREAS BD 6.250% 8/15/23	1,250.	1,250.
U S TREAS BDS 5.250% DUE 11/15/2028	1,785.	1,785.
U S TREAS BDS 5.250% DUE 02/15/2029	158.	158.
UNITED STATES TREAS BDS 4.75% 02/15/2037	523.	523.
UNITED STATES TREAS BDS 4.375% 02/15/203	788.	788.
UNITED STATES TREAS BDS 4.25% 11/15/2040	468.	468.
UNITED STATES TREAS BDS DTD 00223 4.375%	481.	481.
UNITED STATES TREASURY 4.25% 11/15/2017	1,530.	1,530.
UNITED STATES TREASURY D 3.375% 11/30/2	624.	624.
UNITED STATES TREASURY 3.875% 05/15/201	1,240.	1,240.
UNITED STATES TREASURY 2.25% 05/31/2014	225.	225.
UNITED STATES TREASURY 1.125% 12/15/201	2,409.	2,409.
UNITED STATES TREASURY .75% 12/15/2013	244.	244.
UNITED STATES TREASURY 1% 10/31/2016	113.	113.
UNITED STATES TREASURY 2% 11/15/2021	171.	171.
UNITED TECHNOLOGIES CORP	1,243.	1,243.
UNITEDHEALTH GROUP INC 5.8% 03/15/2036	537.	537.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
V F CORP	445.	445.
VANGUARD GLOBAL EX-U S REAL ESTATE	1,110.	1,110.
VENTAS INC (REIT)	361.	361.
VANGUARD REIT ETF	632.	632.
VERIZON COMMUNICATIONS 5.5% 04/01/2017	1,375.	1,375.
VIACOM INC 6.875% 04/30/2036	524.	524.
VISA INC CL A	482.	482.
VODAFONE GROUP PLC ADR	2,523.	2,523.
VODAFONE GROUP PLC 6.15% 02/27/2037	554.	554.
VORNADO REALTY TRUST (REIT)	250.	250.
WELLS FARGO & CO NEW	1,009.	1,009.
WISCONSIN ENERGY COMMON	132.	132.
WOODSIDE PETROLEUM LTD ADR	191.	191.
WORLEYPARSONS LTD ADR	172.	172.
XEROX CORP 6.35% 05/15/2018	699.	699.
XSTRATA PLC ADR	107.	107.
ZIMMER HOLDINGS INC	331.	331.
DELPHI AUTOMOTIVE PLC	210.	210.
ENDURANCE SPECIALITY HOLDINGS	143.	143.
SIGNET JEWELERS LTD	53.	53.
VALIDUS HOLDINGS LTD	479.	479.
WARNER CHILCOTT PLC-CLASS A	1,262.	1,262.
XL GROUP PLC	133.	133.
PENTAIR LTD-REGISTERED	58.	58.
AVAGO TECHNOLOGIES LTD	87.	87.
TOTAL	208,053.	208,053.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	160.	80.		80.
TAX PREPARATION FEE (NON-ALLOC	900.	450.		450.
TOTALS	1,060.	530.	NONE	530.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A	13,601.	13,601.
INVESTMENT MGMT FEES-SUBJECT T	65,205.	65,205.
TOTALS	78,806.	78,806.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FOREIGN TAXES	1,593.
FEDERAL ESTIMATES - INCOME	-2,860.
FOREIGN TAXES ON QUALIFIED FOR	2,041.
FOREIGN TAXES ON NONQUALIFIED	378.
TOTALS	1,152.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	8,994.	8,994.
OTHER NON-ALLOCABLE EXPENSE -	1.	1.
TOTALS	8,995.	8,995.