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 07-01-2012 , and ending 06-30-2013

Name of foundation
MELLING FAMILY FOUNDATION

A Employer identification number
32-0042251

Number and street (or P O box number if mail is not delivered to street address) 2620 SARADAN DRIVE
Room/suite

B Telephone number (see instructions)
(517) 787-8172

City or town, state, and ZIP code
JACKSON, MI 49204

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)* ▶$ 684,013

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)	67,114			
	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	13,210	13,210		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	57,841			
	b	Gross sales price for all assets on line 6a 1,069,476				
	7	Capital gain net income (from Part IV, line 2)		57,841		
	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	138,165	71,051		
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)	2,498	2,498		0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	306	293		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,292	7,272		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,096	10,063		0
	25	Contributions, gifts, grants paid	70,000			70,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	80,096	10,063		70,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	58,069			
	b	**Net investment income** (if negative, enter -0-)		60,988		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	90,268	13,543	13,543
	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)	389,345	547,097	593,681
	c	Investments—corporate bonds (attach schedule)	98,300	75,342	76,789
	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)	577,913	635,982	684,013
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	577,913	635,982	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	577,913	635,982	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	577,913	635,982	

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	577,913
2	Enter amount from Part I, line 27a	2	58,069
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	635,982
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	635,982

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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	57,841
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	41,487	622,027	0 066696
2010	29,794	572,067	0 052081
2009	18,964	462,583	0 040996
2008	22,988	375,960	0 061145
2007	25,964	442,184	0 058718

2	**Total** of line 1, column (d).	2	0 279636
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 055927
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	692,746
5	Multiply line 4 by line 3.	5	38,743
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	610
7	Add lines 5 and 6.	7	39,353
8	Enter qualifying distributions from Part XII, line 4.	8	70,000

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

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

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	610
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	610
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	610
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	0
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	610
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	Yes	

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 ▶MARK S MELLING Telephone no ▶(517) 787-8172

Located at ▶2620 SARADAN DRIVE JACKSON MI ZIP+4 ▶49204

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
MARK S MELLING 2620 SARADAN DRIVE JACKSON,MI 49204	PRESIDENT/TREASURER 1 00	0	0	0
CHRISTINE MELLING 2620 SARADAN DRIVE JACKSON,MI 49204	VICE PRESIDENT 1 00	0	0	0
MICHELLE MCSHANE 2620 SARADAN DRIVE JACKSON,MI 49204	SECRETARY 1 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 THIS FOUNDATION CONTRIBUTES FUNDS TO VARIOUS CHARITABLE ORGANIZATIONS THIS IS THE FOUNDATION'S ONLY CHARITABLE ACTIVITY	0
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	639,480
b	Average of monthly cash balances	1b	63,815
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	703,295
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	703,295
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,549
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	692,746
6	**Minimum investment return.** Enter 5% of line 5	6	34,637

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	34,637
2a	Tax on investment income for 2012 from Part VI, line 5 2a 610		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	610
3	Distributable amount before adjustments Subtract line 2c from line 1	3	34,027
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	34,027
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	34,027

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	70,000
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	70,000
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	610
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	69,390

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				34,027
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			2,006	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 70,000				
a Applied to 2011, but not more than line 2a			2,006	
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.				34,027
e Remaining amount distributed out of corpus	33,967			
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	33,967			
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) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	33,967			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . . 33,967				

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			
	(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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number 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**				70,000
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. . . .			18	13,210	
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	57,841	
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		71,051	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 71,051

(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)

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

******	2013-11-11	******
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
DAVID W SOMMERFELD	DAVID W SOMMERFELD			P00088658

Firm's name ▶	BUTZEL LONG A PROFESSIONAL CORPORATION	Firm's EIN ▶ 38-2384883
Firm's address ▶	41000 WOODWARD AVENUE - STONERIDGE WEST BLOOMFIELD HILLS, MI 48304	Phone no (248) 258-1616

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	**Employer identification number**
MELLING FAMILY FOUNDATION	32-0042251

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
MELLING FAMILY FOUNDATION

Employer identification number
32-0042251

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	JE MELLING CHARITABLE LEAD UNITRUST FOR THE CHILDREN OF HARR 2620 SARADAN DRIVE JACKSON, MI 49204	$ 67,114	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
MELLING FAMILY FOUNDATION

Employer identification number
32-0042251

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
		$	

(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
MELLING FAMILY FOUNDATION

Employer identification number
32-0042251

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

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)
60 ALLSCRIPTS HEALTHCARE	P	2012-03-23	2012-09-28
410 ALLSCRIPTS HEALTHCARE	P	2012-07-19	2012-10-31
30 AMERISOURCEBERGEN	P	2012-01-12	2012-11-28
140 AMERISOURCEBERGEN	P	2012-01-12	2012-12-26
50 BOEING CO	P	2012-12-04	2013-01-29
10 CATERPILLAR	P	2012-09-28	2012-11-28
10 CATERPILLAR	P	2013-03-18	2013-04-09
10 CATERPILLAR	P	2013-01-29	2013-04-12
60 CELGENE CORP	P	2013-05-01	2013-06-26
10 COACH INC	P	2012-07-19	2012-11-28
30 COACH INC	P	2012-09-28	2013-04-09
129 023 COHEN & STEERS	P	2012-10-31	2012-11-28
1011 122 COHEN & STEERS	P	2013-04-09	2013-06-17
63 52 DWS DREMAN SM CAP	P	2012-10-02	2012-11-28
40 EMC CORP	P	2012-10-10	2012-11-28
50 EMC CORP	P	2012-10-10	2013-03-18
40 EMC CORP	P	2012-10-10	2013-04-09
10 ECOLAB INC	P	2012-10-10	2012-11-28
10 ECOLAB INC	P	2012-10-10	2013-02-04
10 ECOLAB INC	P	2012-10-10	2013-03-18
50 EDWARDS LIFESCIENCES	P	2012-10-31	2013-04-09
10 EXPRESS SCRIPTS	P	2012-12-06	2013-03-18
66146 723 FED PRUDENT BEAR	P	2013-03-18	2013-04-09
10 FISERV INC	P	2012-09-28	2012-10-31
3985 233 FORUM FDS ABSO	P	2013-02-06	2013-04-09
488 806 FRANKLIN GOLD	P	2013-02-06	2013-03-18
224 44 HARBOR FD INTL	P	2012-10-02	2012-10-31
124 949 HARBOR FD INTL	P	2013-02-06	2013-03-18
307 246 HARBOR FD INTL	P	2013-02-06	2013-04-09
1051 304 OAKMARK FD	P	2012-11-16	2012-11-28

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)
63 848 HARTFORD MIDCAP	P	2012-10-02	2012-10-31
270 HEWLETT PACKARD	P	2012-08-21	2012-10-10
40 HOLOGIC	P	2012-09-06	2012-11-28
40 HOLOGIC	P	2012-09-06	2013-02-04
30 HOLOGIC	P	2012-09-06	2013-03-18
160 HOLOGIC	P	2012-09-06	2013-04-09
10 ISHARES GS$	P	2011-12-12	2012-09-28
340 ISHARES GS$	P	2011-12-12	2012-11-28
240 ISHARES GS$	P	2012-10-31	2012-11-28
105 ISHARES S & P	P	2012-11-16	2012-11-28
2819 084 IVY FDS INC	P	2013-03-18	2013-04-19
288 167 JPMORGAN RES MK	P	2013-02-06	2013-03-18
1596 155 JPMORGAN RES MK	P	2012-11-28	2013-04-09
777 191 LAZARD EMERG MKT	P	2012-10-02	2012-11-28
377 656 MFS INTL NEW	P	2013-02-06	2013-03-18
20 MACYS INC	P	2012-07-19	2013-04-09
20 MICROSOFT	P	2012-08-21	2012-11-28
1767 089 OPPENHEIMER INTL	P	2013-02-06	2013-03-18
112 182 OPPENHEIMER INTL	P	2013-02-06	2013-03-18
1478 241 OPPENHEIMER DEVEL	P	2013-02-06	2013-05-01
1141 697 PIMCO TOTAL RETURN	P	2011-12-13	2012-11-28
420 734 PIMCO TOTAL RETURN	P	2013-02-06	2013-03-18
371 206 PIMCO HIGH YIELD	P	2013-02-06	2013-03-18
3926 603 PIMCO COMMODITY	P	2013-03-18	2013-04-09
179 046 PRINCIPAL INVEST	P	2013-02-06	2013-03-18
10 ROPER INDS	P	2013-02-04	2013-03-18
10 ROSS STORES	P	2012-12-26	2013-02-04
100 ROSS STORES	P	2012-12-26	2013-04-09
10 TARGET CORP	P	2012-08-21	2012-11-28
20 UNIVERSAL HEALTH SVCS	P	2012-07-19	2012-09-28

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)
60 UNIVERSAL HEALTH SVCS	P	2012-01-12	2012-10-10
120 UNIVERSAL HEALTH SVCS	P	2012-01-12	2012-12-06
1197 108 VANGUARD S/T CORP	P	2012-11-28	2013-03-18
30 VERIFONE HLDGS INC	P	2012-12-26	2013-02-04
180 VERIFONE HLDGS INC	P	2012-12-26	2013-02-22
30 WELLPOINT INC	P	2012-10-10	2013-02-04
60 WELLPOINT INC	P	2012-10-10	2013-04-09
6 APPLE COMPUTER	P	2011-08-31	2012-09-28
4 APPLE COMPUTER	P	2011-08-31	2012-09-28
4 APPLE COMPUTER	P	2011-06-16	2012-11-28
10 APPLE COMPUTER	P	2011-06-16	2013-03-18
5 AUTOZONE	P	2011-03-15	2012-09-28
19 AUTOZONE	P	2011-03-15	2012-12-26
40 BB&T CORP	P	2011-08-31	2012-09-28
30 BB&T CORP	P	2011-08-31	2012-11-28
20 BB&T CORP	P	2011-08-31	2013-02-04
20 BB&T CORP	P	2011-08-31	2013-03-18
160 BB&T	P	2010-04-09	2012-11-28
10 CATERPILLAR	P	2010-04-09	2012-11-28
10 CATERPILLAR	P	2010-04-09	2013-04-09
30 CATERPILLAR	P	2010-04-09	2013-04-12
50 CLIFFS NAT RES	P	2010-05-28	2012-10-10
20 CLIFFS NAT RES	P	2011-08-31	2012-10-10
20 COACH INC	P	2011-08-31	2012-11-28
30 COACH INC	P	2011-08-31	2013-03-18
50 COACH INC	P	2011-08-31	2013-04-09
10 COCA-COLA	P	2008-02-28	2013-03-18
70 COCA-COLA	P	2010-04-09	2013-04-09
56 703 COHEN & STEERS	P	2011-02-23	2012-09-28
101 589 COHEN & STEERS	P	2011-02-23	2012-11-28

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)
20 CONOCOPHILLIPS	P	2008-02-28	2012-11-28
35 CONOCOPHILLIPS	P	2010-04-09	2013-03-18
59 CONOCOPHILLIPS	P	2010-04-09	2013-04-09
359 484 DWS DREMAN SMALL	P	2008-08-11	2012-11-28
70 DENBURY RES	P	2011-08-31	2012-11-28
50 DENBURY RES	P	2011-08-31	2013-02-04
230 DENBURY RES	P	2011-08-31	2013-04-09
10 DEVON ENERGY CORP	P	2010-12-17	2012-09-28
10 DEVON ENERGY CORP	P	2010-12-17	2013-02-04
40 DEVON ENERGY CORP	P	2010-08-11	2013-04-09
60 DIRECTV CL A	P	2011-06-16	2012-07-19
10 DIRECTV	P	2011-06-16	2012-09-28
20 DIRECTV	P	2011-06-16	2012-11-28
30 DIRECTV	P	2011-06-16	2013-03-18
40 DIRECTV	P	2011-06-16	2013-04-09
120 EMC CORP	P	2010-05-28	2013-04-09
10 FISERV INC	P	2010-11-26	2012-10-31
30 FISERV INC	P	2010-11-26	2013-04-09
1005 711 FORUM FDS	P	2011-12-13	2013-04-09
20 GRAINGER W W	P	2009-12-03	2012-08-21
10 GRAINGER W W	P	2011-08-31	2013-02-04
482 394 HARBOR FD INTL	P	2011-09-01	2013-04-09
780 647 HARTFORD MIDCAP	P	2011-07-29	2012-11-28
60 INTEL CORP	P	2010-04-09	2012-09-28
50 INTEL CORP	P	2010-04-09	2012-11-28
50 INTEL CORP	P	2010-04-09	2013-02-04
10 INTEL CORP	P	2010-05-28	2013-02-04
90 INTEL CORP	P	2010-05-28	2013-04-09
100 INTEL CORP	P	2011-08-31	2013-04-09
20 IBM CORP	P	2008-02-28	2012-08-21

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)
10 IBM CORP	P	2010-04-09	2013-03-18
45 ISHARES TR	P	2011-08-31	2012-11-28
30 ITC HLDGS CORP	P	2011-12-12	2013-02-04
50 ITC HLDGS CORP	P	2011-12-12	2013-04-09
60 JPMORGAN CHASE	P	2011-08-31	2012-09-28
20 JPMORGAN CHASE	P	2011-08-31	2012-11-28
30 JPMORGAN CHASE	P	2011-08-31	2013-02-04
10 JPMORGAN CHASE	P	2011-08-31	2013-03-18
130 JPMORGAN CHASE	P	2011-08-31	2013-04-09
10 JOHNSON & JOHNSON	P	2011-08-31	2012-09-28
20 JOHNSON & JOHNSON	P	2011-08-31	2012-11-28
10 JOHNSON & JOHNSON	P	2011-08-31	2013-03-18
10 JOHNSON & JOHNSON	P	2010-04-09	2013-03-18
12 LABORATORY CORP	P	2010-04-09	2012-09-28
50 LABORATORY CORP	P	2010-04-09	2012-10-10
1364 759 LAZARD EMERG	P	2009-03-24	2012-11-28
20 MACYS INC	P	2011-08-31	2012-11-28
40 MACYS INC	P	2011-08-31	2013-02-04
140 MACYS INC	P	2011-08-31	2013-04-09
50 MICROSOFT	P	2010-04-09	2012-11-28
40 MICROSOFT	P	2010-04-09	2013-02-04
100 MICROSOFT	P	2011-08-31	2013-04-09
110 MICROSOFT	P	2010-04-09	2013-04-09
250 MYLAN LABS	P	2011-08-31	2012-09-06
20 NEWMONT MNG	P	2011-08-31	2012-09-28
30 NEWMONT MNG	P	2011-08-31	2013-02-04
70 NEWMONT MNG	P	2010-04-09	2013-04-09
30 NEWMONT MNG	P	2011-08-31	2013-04-09
20 NIKE INC	P	2008-02-28	2012-11-28
20 NIKE INC	P	2008-02-28	2013-02-04

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)
20 NORFOLK SOUTHERN	P	2011-03-15	2012-11-28
20 NORFOLK SOUTHERN	P	2011-03-15	2013-02-04
60 NORFOLK SOUTHERN	P	2011-03-15	2013-04-09
20 OCCIDENTAL PETROLEUM	P	2011-08-31	2013-02-04
60 OCCIDENTAL PETROLEUM	P	2008-09-12	2013-04-09
41487 596 PIMCO TOTAL RET	P	2011-09-01	2012-10-31
1107 443 PIMCO TOTAL RET	P	2009-12-08	2012-11-28
636 837 PIMCO TOTAL RET	P	2011-12-13	2013-03-18
20 PHILIP MORRIS INTL	P	2010-04-09	2012-09-28
10 PHILIP MORRIS INTL	P	2010-04-09	2012-11-28
10 PHILIP MORRIS INTL	P	2009-10-08	2013-02-04
13 PHILIP MORRIS INTL	P	2008-02-28	2012-11-28
20 ROPER INDS INC	P	2010-12-17	2012-12-04
20 ROPER INDS INC	P	2010-12-17	2012-12-04
20 ROPER INDS INC	P	2011-08-31	2012-12-04
356 813 ROYCE VALUE PLUS	P	2008-02-28	2012-09-28
381 882 ROYCE VALUE PLUS	P	2008-02-28	2012-10-31
692 35 ROYCE VALUE PLUS	P	2008-02-28	2012-11-16
10 SCHLUMBERGER LTD	P	2011-08-31	2012-09-28
10 SCHLUMBERGER LTD	P	2010-04-09	2012-11-28
10 SCHLUMBERGER LTD	P	2011-08-31	2012-11-28
10 SCHLUMBERGER LTD	P	2010-04-09	2013-02-04
70 SCHLUMBERGER LTD	P	2009-10-08	2013-04-09
20 STRYKER CORP	P	2008-02-28	2012-09-28
10 STRYKER CORP	P	2008-02-28	2012-11-28
20 STRYKER CORP	P	2010-04-09	2013-02-04
50 STRYKER CORP	P	2010-04-09	2013-02-22
10 TARGET CORP	P	2011-08-31	2012-11-28
30 TARGET CORP	P	2011-08-31	2013-03-18
60 US BANCORP	P	2011-08-31	2012-09-28

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)
20 US BANCORP	P	2011-08-31	2012-11-28
20 US BANCORP	P	2011-08-31	2013-02-04
20 US BANCORP	P	2009-03-24	2013-03-18
30 VANGUARD EMERG MKTS	P	2010-11-09	2012-09-28
190 VANGUARD EMERG MKTS	P	2011-08-31	2012-10-31
20 VERIZON COMMUNIC	P	2010-12-17	2012-09-28
40 VERIZON COMMUNIC	P	2010-12-17	2013-02-04
20 VISA INC	P	2011-08-31	2012-11-28
40 INVESCO LTD	P	2010-11-26	2012-09-28
30 INVESCO LTD	P	2010-11-26	2012-11-28
30 INVESCO LTD	P	2010-11-26	2013-02-04
40 INVESCO LTD	P	2010-11-26	2013-04-09
100 INVESCO LTD	P	2011-08-31	2013-04-09
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
758		1,059	-301
5,395		6,779	-1,384
1,230		1,167	63
6,041		5,444	597
3,666		3,714	-48
844		860	-16
864		896	-32
846		985	-139
7,073		7,194	-121
588		609	-21
1,495		1,649	-154
8,563		8,678	-115
70,000		71,810	-1,810
2,314		2,329	-15
979		1,061	-82
1,260		1,292	-32
926		1,034	-108
698		636	62
732		636	96
789		636	153
4,184		4,335	-151
594		538	56
20,469		20,653	-184
750		740	10
44,953		44,568	385
13,188		15,942	-2,754
13,267		13,359	-92
7,999		7,971	28
19,455		19,599	-144
51,724		50,000	1,724

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)
1,453		1,456	-3
3,791		5,379	-1,588
756		807	-51
928		807	121
662		605	57
3,458		3,229	229
1,217		1,116	101
41,495		37,930	3,565
29,291		29,521	-230
10,370		9,966	404
75,890		76,256	-366
4,360		4,354	6
24,150		24,022	128
14,805		15,186	-381
9,845		9,642	203
879		705	174
542		616	-74
11,521		11,600	-79
3,913		4,015	-102
52,078		50,521	1,557
13,244		12,410	834
4,725		4,712	13
3,608		3,550	58
25,523		26,555	-1,032
3,099		3,008	91
1,246		1,177	69
585		536	49
5,984		5,360	624
626		641	-15
916		808	108

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)
2,695		2,251	444
5,532		4,501	1,031
12,965		13,013	-48
1,030		862	168
3,394		5,170	-1,776
1,945		1,851	94
4,123		3,702	421
4,018		2,305	1,713
2,679		1,537	1,142
2,316		1,298	1,018
4,491		3,244	1,247
1,846		1,306	540
6,652		4,961	1,691
1,327		896	431
841		672	169
610		448	162
612		448	164
4,946		3,584	1,362
844		654	190
864		654	210
2,539		1,962	577
2,024		2,822	-798
809		1,661	-852
1,177		1,128	49
1,493		1,692	-199
2,494		2,820	-326
387		298	89
2,854		1,937	917
3,852		3,465	387
6,742		6,207	535

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)
1,127		1,181	-54
2,079		1,521	558
3,535		2,216	1,319
13,096		12,176	920
1,051		1,123	-72
927		802	125
4,195		3,689	506
605		733	-128
571		733	-162
2,216		2,577	-361
2,933		2,796	137
527		466	61
970		932	38
1,637		1,398	239
2,222		1,864	358
2,777		2,239	538
750		565	185
2,582		1,696	886
11,344		11,103	241
4,069		1,973	2,096
2,172		1,546	626
30,545		27,540	3,005
16,862		19,009	-2,147
1,365		1,352	13
994		1,126	-132
1,057		1,126	-69
211		215	-4
1,966		1,933	33
2,184		2,028	156
3,971		2,310	1,661

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)
2,140		1,278	862
3,380		2,976	404
2,437		2,143	294
4,610		3,572	1,038
2,432		2,267	165
805		756	49
1,428		1,133	295
494		378	116
6,333		4,911	1,422
689		659	30
1,380		1,318	62
791		659	132
791		651	140
1,105		911	194
4,635		3,107	1,528
25,999		14,480	11,519
800		522	278
1,547		1,044	503
6,150		3,655	2,495
1,356		1,505	-149
1,097		1,204	-107
2,969		2,668	301
3,266		3,311	-45
6,007		5,482	525
1,119		1,255	-136
1,323		1,882	-559
2,828		3,808	-980
1,212		1,882	-670
1,962		1,244	718
1,071		622	449

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)
1,174		1,296	-122
1,372		1,296	76
4,473		3,889	584
1,759		1,742	17
4,911		4,280	631
17,241		16,380	861
12,846		12,120	726
7,152		6,922	230
1,800		1,057	743
889		529	360
872		505	367
656		466	190
2,220		1,569	651
2,177		1,569	608
2,177		1,540	637
4,920		4,678	242
5,129		5,006	123
8,883		9,077	-194
724		785	-61
697		667	30
697		785	-88
794		667	127
5,289		4,398	891
1,115		1,323	-208
543		662	-119
1,246		1,153	93
3,115		1,917	1,198
626		519	107
2,002		1,448	554
2,062		1,400	662

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)
643		467	176
659		467	192
681		312	369
1,254		1,480	-226
7,873		9,268	-1,395
910		692	218
1,781		1,383	398
2,934		1,759	1,175
1,000		873	127
737		655	82
817		655	162
1,158		873	285
2,895		1,843	1,052
3,172			3,172

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	
			-301
			-1,384
			63
			597
			-48
			-16
			-32
			-139
			-121
			-21
			-154
			-115
			-1,810
			-15
			-82
			-32
			-108
			62
			96
			153
			-151
			56
			-184
			10
			385
			-2,754
			-92
			28
			-144
			1,724

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	
			-3
			-1,588
			-51
			121
			57
			229
			101
			3,565
			-230
			404
			-366
			6
			128
			-381
			203
			174
			-74
			-79
			-102
			1,557
			834
			13
			58
			-1,032
			91
			69
			49
			624
			-15
			108

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	
			444
			1,031
			-48
			168
			-1,776
			94
			421
			1,713
			1,142
			1,018
			1,247
			540
			1,691
			431
			169
			162
			164
			1,362
			190
			210
			577
			-798
			-852
			49
			-199
			-326
			89
			917
			387
			535

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	
			-54
			558
			1,319
			920
			-72
			125
			506
			-128
			-162
			-361
			137
			61
			38
			239
			358
			538
			185
			886
			241
			2,096
			626
			3,005
			-2,147
			13
			-132
			-69
			-4
			33
			156
			1,661

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	
			862
			404
			294
			1,038
			165
			49
			295
			116
			1,422
			30
			62
			132
			140
			194
			1,528
			11,519
			278
			503
			2,495
			-149
			-107
			301
			-45
			525
			-136
			-559
			-980
			-670
			718
			449

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	
			-122
			76
			584
			17
			631
			861
			726
			230
			743
			360
			367
			190
			651
			608
			637
			242
			123
			-194
			-61
			30
			-88
			127
			891
			-208
			-119
			93
			1,198
			107
			554
			662

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

Complete only for assets showing gaın ın column (h) and owned by the foundatıon on 12/31/69			**(l)** Gaıns (Col (h) gaın mınus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adȷusted basıs as of 12/31/69	**(k)** Excess of col (ı) over col (ȷ), ıf any	
			176
			192
			369
			-226
			-1,395
			218
			398
			1,175
			127
			82
			162
			285
			1,052
			3,172

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*				
ALLEGIANCE HEALTH NEW CANCER WING 1300 W NORTH STREET JACKSON, MI 49202		501(C)(3)	GENERAL CONTRIBUTION	2,000
FAMILY SERVICE & CHILDREN'S AID 330 W MICHIGAN AVE JACKSON, MI 49204		501(C)(3)	GENERAL CONTRIBUTION	5,000
FERRIS FOUNDATION CO HARRY MELLING MEMORIAL ENDOWMENT 420 OAK ST BIG RAPIDS, MI 49307		501(C)(3)	GENERAL CONTRIBUTION	10,000
JACKSON FRIENDLY HOME 435 W NORTH ST JACKSON, MI 49202		501(C)(3)	GENERAL CONTRIBUTION	5,000
JACKSON OPTIMIST CHARITABLE FOUNDATION 205 N EAST AVENUE JACKSON, MI 49201		501(C)(3)	GENERAL CONTRIBUTION	11,000
JACKSON SHAKESPEARE FESTIVAL 215 W MICHIGAN AVENUE JACKSON, MI 49201		501(C)(3)	GENERAL CONTRIBUTION	1,000
JACKSON SYMPHONY ORCHESTRA 215 W MICHIGAN AVENUE JACKSON, MI 49201		501(C)(3)	GENERAL CONTRIBUTION	5,000
JACKSON Y-CENTER INC (YMCA) 127 W WESLEY ST JACKSON, MI 49201		501(C)(3)	GENERAL CONTRIBUTION	10,000
JOHN GEORGE HOME 1501 E GRANSON STREET JACKSON, MI 49202		501(C)(3)	GENERAL CONTRIBUTION	4,000
LIFESPAN INC 166 E GOODALE BATTLE CREEK, MI 49017		501(C)(3)	GENERAL CONTRIBUTION	5,000
LIONS OF MICHIGAN FOUNDATION 5730 EXECUTIVE DRIVE LANSING, MI 48911		501(C)(3)	GENERAL CONTRIBUTION	1,000
REECE ENDEAVOR OF MIDLAND PO BOX 2212 MIDLAND, MI 48641		501(C)(3)	GENERAL CONTRIBUTION	3,000
MICHIGAN STATE UNIVERSITY STUDY ABROAD PROGRAM 220 TROWBRIDGE RD EAST LANSING, MI 48824		501(C)(3)	GENERAL CONTRIBUTION	3,000
LILY MISSION CENTER 1117 W G WADE DR JACKSON, MI 49203		501(C)(3)	GENERAL CONTRIBUTION	2,500
DISABILITY CONNECTIONS 409 LINDEN AVE JACKSON, MI 49203		501(C)(3)	GENERAL CONTRIBUTION	2,500
Total . . . . ▶ **3a**				70,000

TY 2012 Investments Corporate Bonds Schedule

Name: MELLING FAMILY FOUNDATION

EIN: 32-0042251

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COMERICA BANK (CUSTODIAL ACCOUNT)	75,342	76,789

TY 2012 Investments Corporate Stock Schedule

Name: MELLING FAMILY FOUNDATION

EIN: 32-0042251

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMERICA BANK (CUSTODIAL ACCOUNT)	547,097	593,681

TY 2012 Legal Fees Schedule

Name: MELLING FAMILY FOUNDATION

EIN: 32-0042251

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BUTZEL LONG	2,498	2,498		0

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TY 2012 Other Expenses Schedule

Name: MELLING FAMILY FOUNDATION

EIN: 32-0042251

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMERICA BANK - INVESTMENT ADVISOR FEES	7,272	7,272		0
STATE OF MICHIGAN FILING FEE	20	0		0

TY 2012 Substantial Contributors Schedule

Name: MELLING FAMILY FOUNDATION

EIN: 32-0042251

Name	Address
JANE E MELLING CHARITABLE LEAD UNITRUST FOR THE CHILDREN OF HARRY S MELLING	2620 SARADAN DRIVE JACKSON, MI 49204

TY 2012 Taxes Schedule

Name: MELLING FAMILY FOUNDATION

EIN: 32-0042251

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	13	0		0
FOREIGN TAX	293	293		0