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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation

**RICHARD D. AND LYNETTE S. MERILLAT
NON-PROFIT CORPORATION**

A Employer identification number

38-3148627

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

MERRILL LYNCH TRUST CO FSB PO BOX 1525

Room/suite

B Telephone number

(609) 274-6561

City or town, state, and ZIP code

PENNINGTON, NJ 08534C 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)

\$ 15,167,953. (Part I, column (d) must be on cash basis.)

J Accounting method

☒

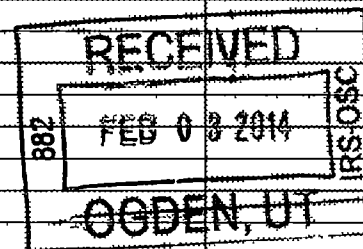
Cash

☐

Accrual

☐ Other (specify) _____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))(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				
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	338,316.	338,302.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	129,095.			
	b	Gross sales price for all assets on line 6a	10,709,650.			
	7	Capital gain net income (from Part IV, line 2)		129,095.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit or (loss)					
11	Other income	-13,640.	-13,640.	0.	STATEMENT 2	
12	Total. Add lines 1 through 11	453,771.	453,757.	0.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees	13,531.	13,531.	0.	0.
	b	Accounting fees	8,950.	5,370.	0.	3,580.
	c	Other professional fees	52,113.	52,113.	0.	0.
	17	Interest				
	18	Taxes	2,209.	2,209.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	26.	26.	0.	0.
	24	Total operating and administrative expenses. Add lines 13 through 23	76,829.	73,249.	0.	3,580.
25	Contributions, gifts, grants paid	775,000.			775,000.	
26	Total expenses and disbursements. Add lines 24 and 25	851,829.	73,249.	0.	778,580.	
27	Subtract line 26 from line 12	-398,058.				
a	Excess of revenue over expenses and disbursements		380,508.			
b	Net investment income (if negative, enter -0-)			0.		
c	Adjusted net income (if negative, enter -0-)			0.		

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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RICHARD D. AND LYNETTE S. MERILLAT
NON-PROFIT CORPORATION

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

		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	50,920.	313,946.	313,946.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	14,050,396.	13,994,557.	14,139,898.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,494,430.	889,185.	714,109.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	15,595,746.	15,197,688.	15,167,953.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	15,595,746.	15,197,688.	
	30 Total net assets or fund balances	15,595,746.	15,197,688.	
	31 Total liabilities and net assets/fund balances	15,595,746.	15,197,688.	

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	15,595,746.
2 Enter amount from Part I, line 27a	2	-398,058.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,197,688.
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	15,197,688.

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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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 10,709,650.		10,580,555.	129,095.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			129,095.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	129,095.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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	806,937.	15,695,870.	.051411
2010	767,122.	16,427,706.	.046697
2009	846,715.	15,995,923.	.052933
2008	865,191.	17,211,501.	.050268
2007	1,082,683.	25,473,089.	.042503

2 Total of line 1, column (d)	2	.243812
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	.048762
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,221,924.
5 Multiply line 4 by line 3	5	742,251.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,805.
7 Add lines 5 and 6	7	746,056.
8 Enter qualifying distributions from Part XII, line 4	8	778,580.

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.

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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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	3,805.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	3,805.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	3,805.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	32,418.	
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	32,418.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	28,613.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

<p>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)</p> <p>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)</p> <p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A</p> <p>14 The books are in care of ► MERRILL LYNCH TRUST CO FSB Telephone no ► (609) 274-1674 Located at ► PO BOX 1525, PENNINGTON, NJ ZIP+4 ► 08534</p> <p>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 N/A</p> <p>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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►</p>	<table border="1"> <tr> <td>11</td> <td></td> <td>X</td> </tr> <tr> <td>12</td> <td></td> <td>X</td> </tr> <tr> <td>13</td> <td>X</td> <td></td> </tr> <tr> <td>16</td> <td></td> <td>X</td> </tr> </table>	11		X	12		X	13	X		16		X
11		X											
12		X											
13	X												
16		X											

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.

<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here ►</p> <p>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?</p> <p>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))</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►</p> <p>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) N/A</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►</p> <p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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) N/A</p> <p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p> <p>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?</p>	<table border="1"> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> <tr> <td>1b</td> <td></td> <td>X</td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> <tr> <td>2b</td> <td></td> <td></td> </tr> <tr> <td>3b</td> <td></td> <td></td> </tr> <tr> <td>4a</td> <td></td> <td>X</td> </tr> <tr> <td>4b</td> <td></td> <td>X</td> </tr> </table>		Yes	No	1b		X	1c		X	2b			3b			4a		X	4b		X
	Yes	No																				
1b		X																				
1c		X																				
2b																						
3b																						
4a		X																				
4b		X																				

Form **990-PF** (2012)

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)?

☒ 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 ☒ X

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 ☐ ☒ 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?

N/A

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.

(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
RICHARD D. MERILLAT 1800 WEST US 223 ADRIAN, MI 49221	TRUSTEE, PRESIDENT 1.00	0.	0.	0.
LYNETTE S. MERILLAT 1800 WEST US 223 ADRIAN, MI 49221	TRUSTEE, SECRETARY 1.00	0.	0.	0.
JOHN THURMAN 1800 WEST US 223 ADRIAN, MI 49221	TRUSTEE 1.00	0.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MERRILL LYNCH TRUST COMPANY FSB P.O. BOX 1525, PENNINGTON, NJ 08534	INVESTMENT MANAGEMENT	52,113.
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See 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	15,178,079.
b	Average of monthly cash balances	1b	275,651.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,453,730.
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	15,453,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	231,806.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,221,924.
6	Minimum investment return. Enter 5% of line 5	6	761,096.

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	761,096.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,805.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,805.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	757,291.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	757,291.
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	757,291.

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	778,580.
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	778,580.
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	5	3,805.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	774,775.

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				757,291.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			767,371.	
b Total for prior years		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 ▶ \$ 778,580.				
a Applied to 2011, but not more than line 2a			767,371.	
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				11,209.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				746,082.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
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				

N/A

☐ 4942(I)(3) or ☐ 4942(I)(5)

(4) Gross investment income

[illegible]

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).)

SEE STATEMENT 10

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

NONE

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

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

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

SEE STATEMENT 11

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

RICHARD D. AND LYNETTE S. MERILLAT
NON-PROFIT CORPORATION

Form 990-PF (2012)

38-3148627 Page 11

Part XV **Supplementary Information** (continued)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i>				
MISCELLANEOUS CHARITABLE CONTRIBUTIONS - SEE ATTACHMENT		PUBLIC		775,000.
Total			▶ 3a	775,000.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

(See worksheet in line 13 instructions to verify calculations)

11051202 759530 431939430961 2012.05000 RICHARD D. AND LYNETTE S. M 43193941

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. | | |

[illegible]


- 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 |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

**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.

and belief, it is true, correct, and complete Declaration of preparer (other than the taxpayer) if the preparer is not the taxpayer's principal officer or trustee

 Richard W. Whelan

Signature of officer or trustee

1-24/14
Date

▶ Pres
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
DOUGLAS A. KELLY,
CPA

Preparer's signature

10/24/21 CPA

Date

12/20/13

Check ☐ if
self-employed

PTIN

P00091369

Firm's name ► REHMANN ROBSON

Firm's EIN ► 38-3635706

Firm's address ► 555 BRIARWOOD CIRCLE #300
ANN ARBOR, MI 48108

Phone no 734-761-2005

Form **990-PF** (2012)

Richard D. & Lynette S. Merillat Non-Profit Corporation

EIN: 38-3148627

Form 990-PF, Part VII-B, Line 5(c)

Fiscal Year Ended June 30, 2013

REPORT ON EXPENDITURE RESPONSIBILITY GRANTS

Pursuant to Treasury Regulation 53.4945-5(d), the taxpayer provides the following report:

The name and address of the Grantee is The Merillat Foundation, 3992 Holden Drive, Ann Arbor, Michigan 48103.

The date of the grant was June 8, 2010, \$50,000.

The purpose of the grant is to fund educational, charitable and religious grants of the Grantee, including promotion and general advancement of education, and the promotion and support of organizations that promote and support Christian causes and values.

The Grantee expended \$18,500 of the grant during the period ended December 31, 2010 based on the Grantee's report to the Taxpayer dated March 23, 2011.

The Grantee expended \$11,500 of the grant during the period ended December 31, 2011 based on the Grantee's report to the Taxpayer dated February 14, 2012.

The Grantee expended none of the grant during the period ended December 31, 2012 based on the Grantee's report to the Taxpayer dated January 21, 2013.

To the knowledge of the Taxpayer, no portion of the granted funds has been diverted from the purpose of the grant.

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	PUBLICALLY TRADED SECURITIES 015	P	VARIOUS	VARIOUS
b	PUBLICALLY TRADED SECURITIES 022	P	VARIOUS	VARIOUS
c	PUBLICALLY TRADED SECURITIES 024	P	VARIOUS	VARIOUS
d	PUBLICALLY TRADED SECURITIES M82	P	VARIOUS	VARIOUS
e	PUBLICALLY TRADED SECURITIES J05	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 231,220.		215,356.	15,864.
b 3,586,036.		3,471,805.	114,231.
c 3,429,298.		3,432,008.	-2,710.
d 2,528,214.		2,493,656.	34,558.
e 914,993.		967,730.	-52,737.
f 19,889.			19,889.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			15,864.
b			114,231.
c			-2,710.
d			34,558.
e			-52,737.
f			19,889.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	129,095.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH 015	129,746.	7,033.	122,713.
MERRILL LYNCH 022	70,736.	3,452.	67,284.
MERRILL LYNCH 024	99,526.	4,216.	95,310.
MERRILL LYNCH M82	58,197.	5,188.	53,009.
TOTAL TO FM 990-PF, PART I, LN 4	358,205.	19,889.	338,316.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME/(LOSS) FROM LOWE PASSTHROUGH ENTITY	-13,640.	-13,640.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	-13,640.	-13,640.	0.

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,531.	13,531.	0.	0.
TO FM 990-PF, PG 1, LN 16A	13,531.	13,531.	0.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTANT FEES	8,950.	5,370.	0.	3,580.	
TO FORM 990-PF, PG 1, LN 16B	8,950.	5,370.	0.	3,580.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRUSTEE FEES	52,113.	52,113.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	52,113.	52,113.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,209.	2,209.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	2,209.	2,209.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS EXPENSES	26.	26.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	26.	26.	0.	0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	13,994,557.	14,139,898.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,994,557.	14,139,898.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	889,185.	714,109.
TOTAL TO FORM 990-PF, PART II, LINE 13		889,185.	714,109.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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NAME OF MANAGER

RICHARD D. MERILLAT
LYNETTE S. MERILLAT

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD D MERILLAT, 1800 WEST US 223, ADRIAN, MI 49221

FORM AND CONTENT OF APPLICATIONS

WRITTEN LETTER INCLUDING PURPOSE OF REQUEST, PROOF OF EXEMPT STATUS AND
DESCRIPTION OF CHARITABLE ACTIVITY.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTED TO ORGANIZATIONS LOCATED WITHIN THE CITY OF ADRIAN, MICHIGAN AND
SURROUNDING COMMUNITIES OR ORGANIZATIONS PROMOTING CHRISTIAN VALUES.

RICHARD & LYNETTE MERILLAT NONPROFIT CORP
FISCAL YEAR ENDED JUNE 30, 2013
FORM 990-PF, PART II, BALANCE SHEETS, LINES 1

38-3148627

ACCOUNT	CASH
XXX-XX015	20,447
XXX-XX022	6,912
XXX-XX024	20,742
XXX-XXD41	7,797
XXX-XXE21	7,132
XXX-XXM82	18,866
XXX-XXJ05	232,050
TOTAL	<u><u>313,946</u></u>

RICHARD & LYNETTE MERILLAT NONPROFIT CORP
FISCAL YEAR ENDED JUNE 30, 2013
FORM 990-PF, PART II, BALANCE SHEETS, LINES 10-13

38-3148627

BOOK VALUE

ACCOUNT	US GOV'T SECURITIES	EQUITIES	MUTUAL FUNDS	CORP BONDS	OTHER	TOTAL
XXX-XX015	-	-	2,330,323	-	-	2,330,323
XXX-XX022	-	-	4,484,549	-	-	4,484,549
XXX-XX024	-	-	4,165,421	-	-	4,165,421
XXX-XXD41	-	2	-	-	-	2
XXX-XXE21	-	-	-	-	499,185	499,185
XXX-XXM82	-	-	2,814,261	-	-	2,814,261
XXX-XXJ05	-	200,000	-	-	390,000	590,000
TOTAL	0	200,002	13,794,555	0	889,185	14,883,742

FAIR MARKET VALUE

ACCOUNT	US GOV'T SECURITIES	EQUITIES	MUTUAL FUNDS	CORP BONDS	OTHER	TOTAL
XXX-XX015	-	-	2,381,667	-	-	2,381,667
XXX-XX022	-	-	4,697,103	-	-	4,697,103
XXX-XX024	-	-	4,092,849	-	-	4,092,849
XXX-XXD41	-	309	-	-	-	309
XXX-XXE21	-	-	-	-	354,919	354,919
XXX-XXM82	-	-	2,891,570	-	-	2,891,570
XXX-XXJ05	-	76,400	-	-	359,190	435,590
TOTAL	0	76,709	14,063,189	0	714,109	14,854,007

RL FDN FIXED INCOME Account Number 015

ACCOUNT INVESTMENT OBJECTIVE

June 01, 2013 - June 28, 2013

INCOME: Objective is to obtain a continuing stream of income from investments. In order to satisfy current yield requirements, the investor should be willing to accept the risk of principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS		Quantity	Total		Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
Description	Cost Basis		Cost Basis	Market Price				
CASH		0.72	0.72		.72			
BIF MONEY FUND		11,776.00	11,776.00	1.0000	11,776.00			
TOTAL			11,776.72		11,776.72			

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Income	Current Yield%
DOUBLELINE CORE FIXED INCOME FUND CL I SYMBOL: DBLFX Initial Purchase: 04/09/12 Fixed Income 100% 8830 Fractional Share	54.381	604,716.27	10.9200	593,840.52	(10,875.75)	604,716	(10,875)	23,327	3.92
LOOMIS SAYLES GBLB BOND FD INSTL CL SYMBOL: LSGBX Initial Purchase: 04/09/12 Fixed Income 100% 2700 Fractional Share	36.193	609,128.03	16.3100	590,307.83	(18,820.20)	609,128	(18,820)	14,767	2.50
PIMCO TOTAL RETURN FUND CL P SYMBOL: PTPX Initial Purchase: 02/17/09	53.979	552,915.93	10.7600	580,814.04	27,898.11	524,232	56,581	16,949	2.91

RL FDN FIXED INCOME

Account Number: 015

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2013 - June 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT	(continued)	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
Fixed Income 100%										
8950 Fractional Share			9.13	10.7600	9.63	.50			1	2.91
TEMPLETON GLOBAL TOTAL	46.471		563,529.15	13.2700	616,670.17	53,141.02	563,529	53,141	42,242	6.85
RETURN FUND CL ADV										
SYMBOL: TTRZX Initial Purchase: 11/23/09										
Fixed Income 100%										
8050 Fractional Share		10.47	13.2700	10.68		.21			1	6.85
Subtotal (Fixed Income)			2,381,666.91							
TOTAL			2,330,323.33		2,381,666.91	51,343.58		80,027	97,289	4.08
TOTAL PRINCIPAL INVESTMENTS			2,342,100.05		2,393,443.63	51,343.58			97,289	4.06

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS		Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
Description							
CASH		0.43	0.43		.43		

RL FDN FIXED INCOME

Account Number: 015

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

June 01, 2013 - June 28, 2013

CASH/MONEY ACCOUNTS(continued)											
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%					
BIF MONEY FUND	8,670.00	8,670.00	1.0000	8,670.00							
TOTAL		8,670.43		8,670.43							
TOTAL INCOME INVESTMENTS											
TOTAL INCOME INVESTMENTS											
TOTAL INCOME INVESTMENTS											
LONG PORTFOLIO		Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Current Yield%					
TOTAL PRINCIPAL/INCOME INVESTMENTS		2,350,770.48	2,402,114.06	51,343.58	97,289	4.05					

RL FDN LONG SHORT Account Number: 022

ACCOUNT INVESTMENT OBJECTIVE

June 01, 2013 - June 28, 2013

TOTAL RETURN: Objective is to strike a balance between current income and growth. Despite the relatively balanced nature of the portfolio, the investor should be willing to assume the risk of price volatility and principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS		Quantity	Total		Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
Description	Cost Basis		Cost Basis	Market Price				
CASH		0.57	0.57		.57			
BIF MONEY FUND		1,986.00	1,986.00	1.0000	1,986.00			
TOTAL			1,986.57		1,986.57			

MUTUAL FUNDS/CLOSED END FUNDS/UIT		Quantity	Total		Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
Description	Cost Basis		Cost Basis	Market Price							
BLACKROCK EMERGING MKTS LONG SHORT EQ FD CL I SYMBOL: BLSIX Initial Purchase: 12/27/12 Alternative Investments 100% 5770 Fractional Share		55,031	587,730.64	10.6700	587,180.77	(549.87)	587,730	(549)			
CALAMOS MARKET NEUTRAL INCOME FD CL I SYMBOL: CMNIX Initial Purchase: 11/19/10 Alternative Investments 100% 0840 Fractional Share		63,769	763,333.87	12.6100	804,127.09	40,793.22	763,333	40,793	14,089	1.75	
MAINSTAY MARKETFIELD FUND CL I SYMBOL: MFLDX Initial Purchase: 10/12/12		55,988	871,842.80	17.0400	954,035.52	82,192.72	871,842	82,192			1.75



RL FDN LONG SHORT

Account Number: 022

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2013 - June 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
Alternative Investments 100%								
.9300 Fractional Share		15.41	17.0400	15.85	44			
ROBECO BP LONG SHORT								
RESEARCH FD INSTL CL	72,141	872,183.76	13.0700	942,882.87	70,699.11	872,183	70,699	
SYMBOL: BPIRX Initial Purchase: 10/12/12								
Alternative Investments 100%								
.0830 Fractional Share		1.00	13.0700	1.08	.08			
UAM FPA CRESCENT PORT								
SYMBOL: FPACX Initial Purchase: 04/04/13	19,233	578,911.41	31.0700	597,589.31	18,657.90	578,911	18,657	.54
Alternative Investments 100%								
6270 Fractional Share		18.87	31.0700	19.48	.61		1	.54
WELLS FARGO ABSOLUTE								
RETURN FD CL ADM	75,889	810,493.46	10.6900	811,253.41	759.95	810,493	759	.33
SYMBOL: WARDX Initial Purchase: 04/04/13								
Alternative Investments 100%								
9860 Fractional Share		10.53	10.6900	10.54	.01		1	.33
Subtotal (Alternative Investments)							4,697,103.14	

RL FDN LONG SHORT

Account Number: -022

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2013 - June 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/JIT Description	Quantity	(continued)	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
TOTAL	4,484,548.98				4,697,103.14	212,554.16		212,551	20,088	.43
TOTAL PRINCIPAL INVESTMENTS	4,486,535.55				4,699,089.71	212,554.16		20,088	20,088	.43

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Initial Purchase: Date of your initial investment in this fund

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.19	0.19		.19		
BIF MONEY FUND	4,925.00	4,925.00	1.0000	4,925.00		
TOTAL		4,925.19		4,925.19		
TOTAL INCOME INVESTMENTS		4,925.19		4,925.19		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	4,491,460.74	4,704,014.90	212,554.16		20,088	.43

RL FDN ABS RET

Account Number: 024

ACCOUNT INVESTMENT OBJECTIVE

June 01, 2013 - June 28, 2013

INCOME: Objective is to obtain a continuing stream of income from investments. In order to satisfy current yield requirements, the investor should be willing to accept the risk of principal loss

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.90	0.90		.90		
BIF MONEY FUND	14,489.00	14,489.00	1.0000	14,489.00		
TOTAL		14,489.90		14,489.90		

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Estimated Annual Current Yield%
BLACKROCK GLOBAL LONG SHORT CREDIT FUND CL I SYMBOL: BGCIX Initial Purchase 02/22/13 Alternative Investments 100% .6140 Fractional Share	97,783	1,039,513.72	10.5800	1,034,544.14	(4,969.58)	1,039,513	(4,969)	15,736	1.52
BLACKROCK STRATEGIC INCOME OPPORTUNITIES PTF INST SYMBOL: BSILX Initial Purchase 12/27/12 Alternative Investments 100% 2360 Fractional Share	102,487	1,036,619.05	9.9900	1,023,845.13	(12,773.92)	1,036,619	(12,773)	33,920	3.31
EATON VANCE GBL MACRO ABSOLUTE RETURN CL I SYMBOL: EIGMX Initial Purchase 11/23/09	105,353	1,072,734.50	9.6600	1,017,709.98	(55,024.52)	1,072,734	(55,024)	40,770	4.00

PRIVATE BANKING &
INVESTMENT GROUP

RL FDN ABS RET

Account Number: 024

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2013 - June 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
<i>Alternative Investments 100%</i>									
.0330 Fractional Share		0.33	9.6600	.32	(0.01)			1	4.00
PIMCO UNCONSTRAINED ROND FUND CL P	90,056	1,016,536.30	11.2900	1,016,732.24	195.94	1,016,536	195	10,717	1.05
SYMBOL: PUCPX Initial Purchase: 11/19/10									
Alternative Investments 100%		8.51	11.2900	8.32	(0.19)			1	1.05
.7370 Fractional Share									
<i>Subtotal (Alternative Investments)</i>									
TOTAL		4,165,421.36		4,092,849.01	(72,572.35)		(72,571)	101,147	2.47
TOTAL PRINCIPAL INVESTMENTS		4,179,911.26		4,107,338.91	(72,572.35)			101,147	2.46

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.05	0.05		.05		

RL FDN ABS RET

Account Number: .024

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

June 01, 2013 - June 28, 2013

CASH/MONEY ACCOUNTS(continued)		Description		Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
BIF MONEY FUND				6,252.00	6,252.00	1.0000	6,252.00		
TOTAL					6,252.05		6,252.05		
TOTAL INCOME INVESTMENTS					6,252.05		6,252.05		
LONG PORTFOLIO									
TOTAL PRINCIPAL/INCOME INVESTMENTS					4,186,163.31	4,113,590.98	(72,572.35)	101,147	2.46



R AND L FDN CASH

Account Number: D41

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

June 01, 2013 - June 28, 2013

CASH/MONEY ACCOUNTS							
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%	
CASH	0.20	0.20		.20			
BIF MONEY FUND	6,934.00	6,934.00	1.0000	6,934.00			
TOTAL		6,934.20		6,934.20			

EQUITIES										
Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
ACCELERATE DIAGNOSTICS INC	AXDX	03/02/06	38	0.0263	1.00	8 1200	308.56	307.56		
LUMENIS LTD		03/14/05	7	0.1428	1.00	N/A	N/A	N/A		
TOTAL					2.00		308.56	307.56		
TOTAL PRINCIPAL INVESTMENTS					6,936.20		7,242.76	307.56		

Notes

Total values exclude N/A items

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS							
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%	
CASH	0.85	0.85		.85			
BIF MONEY FUND	862.00	862.00	1.0000	862.00			
TOTAL		862.85		862.85			
TOTAL INCOME INVESTMENTS		862.85		862.85			

R AND L FDN CASH

Account Number: D41

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

June 01, 2013 - June 28, 2013

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	7,799.05	8,105.61	307.56			

RL FDN LOWE

Account Number: 656-74E21

June 01, 2013 - June 28, 2013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS						
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.34	0.34		.34		
BIF MONEY FUND	7,084.00	7,084.00	1.0000	7,084.00		
TOTAL		7,084.34		7,084.34		
TOTAL PRINCIPAL INVESTMENTS		7,084.34		7,084.34		

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS						
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.28	0.28		.28		
BIF MONEY FUND	47.00	47.00	1.0000	47.00		
TOTAL		47.28		47.28		
TOTAL INCOME INVESTMENTS		47.28		47.28		

LONG PORTFOLIO						
	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	7,131.62	7,131.62				

RL FDN LOWE

Account Number: 656-74E21

ASSETS NOT HELD/VALUED BY MLPF&S

June 01, 2013 - June 28, 2013

The amount shown for Assets Not Held/Valued by MLPF&S is for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change. These investments are generally illiquid, not listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize amounts shown upon a sale or liquidation. Except for individual retirement accounts, MLPF&S does not hold or act as custodian of and has no responsibility to safekeep, monitor or value these investments and the investments are not registered in the name of nor held by MLPF&S or its nominees. MLPF&S makes no representation as to the accuracy of the value(s) provided, and the investments are not covered by SIPC.

ALL OTHER ASSETS NOT HELD/VALUED BY MLPF&S

Description	Quantity	Est. Value Per Unit	Est. Value
LOWE REAL ESTATE INCOME & GROWTH PARTNERS LLC	1,000		
		Cost Basis	Est. Value
		\$ 499,185	\$ 354,919.00

TOTAL ASSETS NOT HELD/VALUED BY MLPF&S

The amount shown for Assets Not Held/Valued by MLPF&S is for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change. These investments are generally illiquid, not listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize amounts shown upon a sale or liquidation. Except for individual retirement accounts, MLPF&S does not hold or act as custodian of and has no responsibility to safekeep, monitor or value these investments and the investments are not registered in the name of nor held by MLPF&S or its nominees. MLPF&S makes no representation as to the accuracy of the value(s) provided, and the investments are not covered by SIPC.

RL FDN EQUITY

Account Number:

M82

ACCOUNT INVESTMENT OBJECTIVE

June 01, 2013 - June 28, 2013

GROWTH: Objective is to accumulate wealth over time through price appreciation rather than current income. The investor should be willing to accept the risk of price volatility and principal loss in seeking to achieve growth.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS		Quantity	Total		Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
Description			Cost Basis					
CASH		0.54	0.54			.54		
BIF MONEY FUND		10,208.00	10,208.00		1.0000	10,208.00		
TOTAL			10,208.54			10,208.54		

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total		Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
		Cost Basis								
ISHARES MSCI EAFE INDEX FUND SYMBOL: EFA Initial Purchase 08/24/12 Equity 100%	16,516	909,543.60	57,3000	36,823.20	909,543	36,823	29,085	3.07		
ISHARES MSCI EMERGING MKTS INDEX FD SYMBOL: EEM Initial Purchase 12/27/12 Equity 100%	10,552	449,471.31	38,5000	(43,219.31)	449,471	(43,219)	8,115	1.99		
PIMCO COMMODITY REAL RETURN STRATEGY FD CLP SYMBOL: PCRPX Initial Purchase 04/09/12 Alternative Investments 100%	52,102	346,999.25	5,5200	(59,396.21)	346,999	(59,396)	7,242	2.51		
1020 Fractional Share		0.68	5,5200	(0.12)			1	2.51		

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RL FDN EQUITY

Account Number: M82

June 01, 2013 - June 28, 2013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
SPDR S&P 500 ETF TRUST SYMBOL: SPY Equity 100%	5,577 Initial Purchase: 08/24/12	808,760.35	160.4200	894,662.34	85,901.99	808,760	85,901	18,594 2.07
VANGUARD DIVIDEND APPRECIATION ETF SYMBOL: VIG Equity 100%	5,388 Initial Purchase: 03/18/11	299,485.69	66.2000	356,685.60	57,199.91	299,485	57,199	7,835 2.19
Subtotal (Equities)				2,603,966.74				
Subtotal (Alternative Investments)				287,603.60				
TOTAL		2,814,260.88		2,891,570.34	77,309.46		77,308	70,872 2.45
TOTAL PRINCIPAL INVESTMENTS		2,824,469.42		2,901,778.88	77,309.46		70,872	2.44

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

Initial Purchase: Date of your initial investment in this fund.

RL FDN EQUITY

Account Number: M82

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

June 01, 2013 - June 28, 2013

CASH/MONEY ACCOUNTS		Total		Estimated	Estimated	Estimated	Estimated	Est. Annual
Description	Quantity	Cost Basis	Market Price	Market Value	Annual Income	Annual Income	Yield%	
CASH	1,859.34	1,859.34		1,859.34				
BIF MONEY FUND	6,798.00	6,798.00	1.0000	6,798.00				
TOTAL		8,657.34		8,657.34				
TOTAL INCOME INVESTMENTS		8,657.34		8,657.34				
LONG PORTFOLIO								
		Adjusted/Total	Estimated	Unrealized	Estimated	Estimated	Estimated	Current
		Cost Basis	Market Value	Gain/(Loss)	Accrued Interest	Annual Income	Annual Income	Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS		2,833,126.76	2,910,436.22	77,309.46		70,872		2.44

MICHIGAN NON-PROFIT CORP.

Account Number: J05

24-Hour Assistance: (866) 4MIBUSINESS
Access Code: 91-656-04505

June 01, 2013 - June 28, 2013

YOUR WCMA ASSETS

CASH/MONEY ACCOUNTS

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.46	0.46		.46		
BBIF MONEY FUND CLASS 4	232,050.00	232,050.00	1.0000	232,050.00		
TOTAL		232,050.46		232,050.46		

A change in tier assignment will automatically convert the class of BBIF money fund shares held in your account. The WCMA Agreement and Program Description and the BBIF Fund Prospectus contain more details.

EQUITIES

Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
ML&CO SRN MLFI-TR SV=95 41 FRONTIER SRN DUE JULY 3, 2013	MILDMV 06/26/08		20,000	10.0000	200,000.00	3.8200	76,400.00	(123,600.00)		
TOTAL					200,000.00		76,400.00	(123,600.00)		

ALTERNATIVE INVESTMENTS HELD AT MLPF&S

Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
BRENT CLIRN ISSUER BAC CAP 40.05% SV 109 83 DUE 05/19/14 BUF 5.00%	11/20/12	39,000	10.0000	390,000.00	9.2100	359,190.00	(30,810.00)		
TOTAL				390,000.00		359,190.00	(30,810.00)		

LONG PORTFOLIO

	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	822,050.46	667,640.46	(154,410.00)			



Richard D. & Lynette S. Merillat Non-Profit Corporation
Fiscal Year Ended June 30, 2013
Form 990-PF, Part XV, 3a, EIN 38-3148627
Contributions Paid

NOTE THAT ALL GRANT RECIPIENTS ARE PUBLICLY-SUPPORTED CHARITIES

Date	Recipient	City/State	Purpose	Amount
2/4/2013	Boys & Girls Club of Collier County	Naples, FL	Opns. Support	15,000
5/10/2013	Boys & Girls Club of Collier County	Naples, FL	Opns. Support	15,000
5/10/2013	CEO Forum	Colorado Springs, CO	Opns. Support	30,000
5/10/2013	Charlevoix Area Hospital Foundation	Charlevoix, MI	Opns. Support	20,000
4/22/2013	Huntington University	Huntington, IN	Opns. Support	320,000
5/13/2013	Joni & Friends	Agoura Hills, CA	Opns. Support	25,000
6/11/2013	Lenawee Christian Ministries	Adrian, MI	Opns. Support	50,000
5/10/2013	National Day of Prayer Task Force	Dallas, TX	Opns. Support	5,000
5/13/2013	ORPHANetwork	Virginia Beach, VA	Opns. Support	10,000
5/10/2013	Prison Fellowship	Lansdowne, VA	Opns. Support	10,000
5/10/2013	RBC Ministries	Grand Rapids, MI	Opns. Support	5,000
5/10/2013	Remedy Live	Fort Wayne, IN	Opns. Support	15,000
5/31/2013	Salvation Army	Naples, FL	Opns. Support	250,000
12/10/2012	WBCL Radio Network	Fort Wayne, IN	Opns. Support	5,000
Total				775,000

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES**

Date Received

DEC 28 2012

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document

FILED
JAN 07 2013
ADMINISTRATOR

Name

William G. Fischer, Esq.

Address

1000 Jackson Street

City

Toledo

State

Ohio

ZIP Code

43604

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:

Richard D. and Lynette S. Merillat

2. The identification number assigned by the Bureau is:

716-657

3 Article II of the Articles of Incorporation is hereby amended to read as follows:

See Attached

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 5th day of December, 2012 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- ☐ members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- ☒ written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- ☐ directors at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this Wed. day of Dec., 5th, 2012

By Richard D. Merillat
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Richard D. Merillat
(Type or Print Name)

President
(Type or Print Title)

LYNETTE S. AND RICHARD D. MERILLAT
ARTICLE II - PURPOSES

The Corporation is formed exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for such purposes to organizations that qualify as exempt under Code Section 501(c)(3). These purposes include the following:

- a) to promote the general advancement of education;
- b) to promote and support religious organizations and other organization and activities that promote Christian values;
- c) to promote and support organizations that instruct or train individuals for the purpose of improving or developing their capabilities;
- d) to promote and support organizations that instruct the public on subjects useful to individuals and beneficial to the community;
- e) to promote and support organizations such as primary or secondary schools, colleges, or universities which have regularly scheduled curricula, a regular faculty and a regularly enrolled body of students in attendance at a place where educational activities are regularly carried on;
- f) to promote Christian values and the ministries of organizations designed to accomplish the above purposes;
- g) to receive and administer funds for the benefit of the Corporation, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;
- h) to sell, lease, borrow, encumber, convey and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and expend principal and income therefrom for the purposes set forth in this ARTICLE II without limitation, except such limitations, if any, as may be contained in the instrument under

which such property is received or such limitations, if any, as may be imposed by law;

- i) to own, use, buy, sell, mortgage or encumber real and personal property as will tend to promote the objects of this Corporation and the doing of all things necessary or incident to the purposes of this Corporation; and
- j) to do such other lawful acts or activities to accomplish its charitable, religious, educational and scientific purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and the nonprofit corporation laws of the State of Michigan.

BY-LAWS
OF
RICHARD D. AND LYNETTE S. MERILLAT

ARTICLE I

Purposes

The Corporation has been formed exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). The Corporation promotes the general advancement of education through support to primary and secondary schools, colleges or universities, to organizations that instruct or train individuals for the purpose of improving or developing their capabilities and that instruct the public on subjects useful to individuals. The Corporation also promotes and supports religious organizations, and other organizations and activities that promote Christian values.

ARTICLE II

Offices

Section 1. Principal Office. The principal office of the Corporation shall be at such place in Michigan, as may be designated from time to time by the Board of Trustees.

Section 2. Other Offices. The Corporation shall also have offices at such other places without, as well as within, the State of Michigan, as the Board of Trustees may from time to time determine.

ARTICLE III

Members

The Board of Trustees of the Corporation shall act as the Members of the Corporation. Meetings of the Board of Trustees shall constitute meetings of the Members.

ARTICLE IV

Board of Trustees

Section 1. Number, Term and Qualification. The Board of Trustees of the Corporation shall consist of no less than three (3) Trustees. The exact number of Trustees shall be the number fixed from time to time by the Board. A Trustee shall be elected for a term of one (1) year and until his or her successor is elected or until his or her earlier resignation, removal or death. The original Trustees of the Corporation since its incorporation have been Richard D. Merillat and Lynette S. Merillat. John Thurman was elected as a Trustee in 2008. Tricia L.M. McGuire is elected as a Trustee as of the date of adoption of these By-Laws. Upon the resignation, incapacity or death of Richard D. Merillat, Lynette S. Merillat or John Thurman, Wendy R. Lyon shall be appointed as a Trustee. Upon the resignation, incapacity or death of Richard D. Merillat, Lynette S. Merillat, John Thurman, or Tricia L.M. McGuire, Collette C. Cook shall be appointed as a Trustee. Once appointed as Trustees, Tricia L.M. McGuire, Wendy R. Lyon, or Collette C. Cook shall continue to hold office until their successors are elected or until their earlier resignation, removal or death, along with Richard D. Merillat, Lynette S. Merillat and John Thurman. If at any time while serving as a Trustee, Tricia L.M. McGuire, Wendy R. Lyon, or Collette C. Cook becomes unable or unwilling to serve as Trustee, she shall not be replaced, provided that the number of Trustees of the Corporation shall always not be less than three (3).

Section 2. Meetings. The annual meeting of the Trustees shall be held in each year on the day designated by the Trustees at the first annual meeting of the Board of Trustees after adoption of these By-Laws. Special meetings may be called at any time by the President.

Section 3. Quorum and Voting. A majority of Trustees shall constitute a quorum for any meeting of the Trustees, and the concurring vote of a majority of those present at a meeting at which a quorum is present shall be the act of the Board except as a larger vote may be required by the Michigan Nonprofit Corporation Law, the Articles of Incorporation or the By-Laws of the Corporation. In addition to those Trustees who are actually present at a meeting, Trustees shall for purposes of this section be deemed present at such meeting if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other at the same time. If at any meeting there

should be less than a quorum present, those present may adjourn the meeting without further notice, from time to time, until a quorum shall be present. Notice of an adjourned meeting shall be given to the extent practicable to other Trustees who are not present at the time of adjournment. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Trustees from the meeting so as to reduce the number of Trustees present at any meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting or any adjournment thereof.

Section 4. Notice. Unless waived, a written, printed, typewritten or electronically transmitted notice of each annual or special meeting stating the day, hour and place, and the purpose or purposes thereof shall be given to or mailed to each Trustee not more than sixty (60) days nor less than ten (10) days before any such meeting. The Trustees shall be responsible for providing such notice in any manner that they agree to among themselves, including electronic transmission.

Section 5. Written Consents and Waivers of Notice. Any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is delivered to the Corporation, including delivery by electronic transmission, reproduced and filed with the minutes of proceedings of the Board or committee.

Section 6. Committees. The Board of Trustees may create such Committees as the Trustees may determine, the members of which Committees shall consist of not less than one Trustee. The Trustees may delegate to any such Committee any of the authority of the Trustees. A majority of the members of any such Committee shall constitute a quorum, and the act of a majority of the votes cast at a meeting at which a quorum is present shall be the act of the Committee.

Section 7. Transactions with Interested Persons. No contract or other transaction is void or voidable because it is between the Corporation and the Trustees or Officers of the Corporation, or between the Corporation and any other person or entity in which one or more of the Corporation's Trustees or Officers are directors, trustees, or officers or have a financial or personal interest, nor because one or more interested Trustees or Officers participate in or vote at the meeting of the Trustees or of a Committee of the Trustees that authorizes the contract or transaction. The common or interested Trustees or Officers

may be counted in determining the presence of a quorum at a meeting of the Trustees or of a Committee of the Trustees that authorizes the contract or transactions.

Section 8. Powers of Trustees. The Board of Trustees shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Internal Revenue Code §501(c)(3) (or a comparable provision of subsequent legislation) not inconsistent with the Michigan Nonprofit Corporation Law, the Articles of Incorporation and the By-Laws of the Corporation.

Without limiting the generality of the duties of the Board of Trustees as set forth in the preceding paragraph, the Board of Trustees shall:

- (a) maintain corporate surveillance over all the Corporation's activities;
- (b) determine the Corporation's programs and policies and assure that such policies and programs are designed to serve the philosophies, objectives, and purposes of the Corporation;
- (c) approve organization and delegate to the President or his designee the authority to conduct the business of the Corporation and carry out the policies and programs approved by the Board of Trustees.

ARTICLE V

Officers

Section 1. Number, Title and Election. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, such number of Vice Presidents and other officers and assistant officers as the Board of Trustees shall deem advisable, each of whom shall be elected by the Board at the annual meeting of the Board. Such officers shall hold office for the term of one year, and until their successors are elected and qualified, except in the event of their earlier death, resignation or removal. Except where otherwise specified in these By-Laws, officers of the Corporation are not required to be Trustees and additional officers can be created at any Board meeting.

Section 2. Vacancies. A vacancy in any office because of death, resignation or removal of an officer shall be filled by the Board for the unexpired term of such office.

Section 3. Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his resignation in writing to the President or any member of the Board of the Corporation and such resignation may become effective immediately upon delivery of the written notice. An officer of the Corporation may be removed at any time by a vote of the Trustees at any meeting of the Board. The election of an officer for a term of office shall not be deemed to create contract rights.

Section 4. President. The President shall be the chief executive officer of the Corporation with all the authority of such a position in a business corporation. The President shall have all authority and responsibility necessary to operate the Corporation in all its activities and departments, subject only to such policies as may be issued by the Board. The President shall act as the fully authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The President shall report as directed to the Board at each meeting. The President shall sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, or other instruments which the Board has authority to execute except in cases where signing an execution shall have been expressly delegated by the Board or these By-laws, or by statute, to some other officer or agent of the Corporation.

Section 5. Secretary. The Secretary shall keep or cause to be kept all of the records of the Corporation except the financial records, shall record the minutes of the meetings of the Board, send out all notices of meetings, and perform such other duties as may be prescribed by the Board.

Section 6. Treasurer. The Treasurer shall receive, and be custodian of, all money received and expended. The Treasurer shall present to the Board of Trustees at the regular meetings a report of the financial condition of the Corporation. The Treasurer also shall present any information required at other meetings, with the approval of the President.

ARTICLE VI

Indemnification of Trustees, Officers, Employees and Agents

Each person who at any time is or shall have been a Trustee, officer, employee or agent of the Corporation, or is or shall have been serving at the request of the Corporation as a member, principal, trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise, and his heirs, executors and administrators, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Michigan Nonprofit Corporation Law as in effect at the time of the adoption of these By-Laws or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any Trustee, officer, employee, agent or other person may be entitled in any capacity as a matter of law under any By-Laws, agreement, vote of Trustees, or otherwise. If authorized by the Trustees, the Corporation may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of these By-Laws or as changed from time to time.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall end on the day fixed from time to time by a majority vote of the Trustees.

ARTICLE VIII

Grant Policy

This Article sets forth the Corporation's policy relating to grants and the Corporation's goals and objectives relating to said grants. This Grant Policy shall remain in effect until modified or rescinded by the unanimous action of Richard D. Merillat and Lynette S. Merillat as Trustees of the Corporation. Pursuant to this Grant Policy, 80% percent of all grants made by the Corporation each fiscal year will be distributed to religious, educational and charitable organizations that promote and support Christian causes and values provided that each recipient organization is then exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future U.S. Internal Revenue Law) and a public charity under Code Section 509(a).

ARTICLE IX

Conflicts of Interest

Section 1. Disclosure. Each Trustee, Officer, and any employee or agent of the Corporation shall disclose in writing all conflicts of interest with the Corporation. Without limiting the

generality of what may be a conflict of interest, all transactions between the Corporation and any Trustee, Officer, employee or agent of the Corporation or any person or entity in which any Trustee, Officer, employee or agent of the Corporation has a personal or financial interest or a possible or potential personal or financial interest shall be considered conflicts of interest for purposes of this Article.

All persons having conflicts of interest required to be disclosed under this section shall make the required disclosure when the conflict of interest arises, before the transaction in question is consummated, and once each calendar year, so long as the conflict exists. All disclosures shall include a description of the relationship or interest causing the conflict, the role in the transaction played by the person having the conflict of interest, and the benefits and detriments accruing to the Corporation and to the person having the conflict of interest from the transaction.

Conflicts of interest involving a Trustee or any employees or agents of the Corporation shall be reported to the Board of Trustees and recorded in the minutes of the meetings of the Board of Trustees.

Section 2. Benefits to Corporation. Any contract involving a conflict of interest shall be fair and reasonable to the Corporation. The person or persons having the conflict of interest shall at all times act with good faith toward the Corporation. The Corporation shall recover from the person having the conflict of interest and the party to the transaction other than the Corporation any benefit accruing to the person or party from any transaction that has not been consummated and performed in compliance with this section. All contracts involving a conflict of interest shall contain a provision making the contract subject to this section.

Section 3. Approval of Transaction. No person who has a conflict of interest arising out of a transaction may participate in the authorization by the Corporation of the consummation or performance of the transaction, except to make the disclosures required by this Article and, for Trustees only, except to be counted in determining the presence of a quorum at any meeting of the Board of Trustees that authorizes the transaction. Any transaction involving a conflict of interest that is otherwise required to

be approved by the Board of Trustees shall be specifically approved at a meeting held for that purpose and for other purposes, if any, by the affirmative vote of a majority of the disinterested Trustees. Any interested Trustees may be counted in determining whether a quorum exists.

Section 4. Compensation. Regardless of any personal or financial interest, the Trustees may establish reasonable compensation for services rendered to the Corporation by the Trustees (for non-Trustee services) and by the Officers or delegate the authority to do so to one or more Officers or Trustees by the unanimous vote of the Trustees. Without limiting what may be considered compensation, compensation may include reimbursement for out-of-pocket expenses incurred by Trustees and Officers in performing the duties of their offices and pension, disability or death benefits.

Section 5. Publication. A copy of this Article shall be given to each Trustee, Officer, employee authorized to enter into contracts on behalf of the Corporation, or agent of the Corporation when the person first becomes a Trustee, Officer, employee or agent and periodically thereafter when deemed appropriate by the Trustees.

ARTICLE X

Amendments

Except for the Grant Policy set forth in Article VIII hereof, the Trustees at a meeting held for such purpose may amend these By-Laws by the affirmative vote of the majority of the Trustees present at the meeting if a quorum is present. These By-Laws may also be amended by the Trustees acting by written consent pursuant to Article IV, Section 5.

Adopted: Dec. 5, 2012

RICHARD D. AND LYNETTE S. MERILLAT

By: Richard D. Merillat
Richard D. Merillat

Its: President

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions. RICHARD D. AND LYNETTE S. MERILLAT NON-PROFIT CORPORATION	Employer identification number (EIN) or 38-3148627
	Number, street, and room or suite no. If a P.O. box, see instructions. MERRILL LYNCH TRUST CO FSB PO BOX 1525	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PENNINGTON, NJ 08534	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MERRILL LYNCH TRUST CO FSB

- The books are in the care of ► **PO BOX 1525 - PENNINGTON, NJ 08534**
Telephone No. ► **(609) 274-1674** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 3,805.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 32,418.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)