Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
CHARLES STEWART HARDING FOUNDATION

A Employer identification number
38-6081208

Number and street (or P O box number if mail is not delivered to street address) 111 EAST COURT STREET NO 3D | Room/suite

B Telephone number (see instructions)
(810) 767-0136

City or town, state, and ZIP code
FLINT, MI 485021649

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 12,508,186

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	62	62		
	4	Dividends and interest from securities	309,095	309,095		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	442,242			
	b	Gross sales price for all assets on line 6a 5,638,997				
	7	Capital gain net income (from Part IV, line 2)		442,242		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	751,399	751,399		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	27,250	21,500		5,750
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	13,383	4,383		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	22,391	22,371		20
	24	**Total operating and administrative expenses.** Add lines 13 through 23	63,024	48,254		5,770
	25	Contributions, gifts, grants paid	565,000			565,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	628,024	48,254		570,770
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	123,375			
	b	**Net investment income** (if negative, enter -0-)		703,145		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	5,602	5,581	5,581
	2	Savings and temporary cash investments	354,886	737,308	737,308
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,983,265	6,276,770	7,545,620
	c	Investments—corporate bonds (attach schedule)	2,924,241	3,109,617	3,167,805
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	677,183	910,737	1,051,872
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,945,177	11,040,013	12,508,186
Liabilities	17	Accounts payable and accrued expenses	12,267		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	43,570	27,298	
	23	**Total liabilities** (add lines 17 through 22)	55,837	27,298	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	5,045,559	5,045,559	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	5,843,781	5,967,156	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,889,340	11,012,715	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,945,177	11,040,013	

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	10,889,340
2	Enter amount from Part I, line 27a	2	123,375
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	11,012,715
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	11,012,715

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	442,242
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	578,395	11,666,482	0 049577
2010	528,735	11,840,502	0 044655
2009	489,856	10,652,877	0 045983
2008	678,734	9,766,028	0 069499
2007	673,285	14,309,870	0 047050

2	**Total** of line 1, column (d).	2	0 256764
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 051353
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	12,157,807
5	Multiply line 4 by line 3.	5	624,340
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,031
7	Add lines 5 and 6.	7	631,371
8	Enter qualifying distributions from Part XII, line 4.	8	570,770

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	14,063
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	14,063
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	14,063
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,680		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	17,680
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	30
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,587
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	3,587	**Refunded** ▶	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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶ROBERT T BROWNLEE JR Telephone no ▶(810) 767-0136

Located at ▶111 EAST COURT STREET SUITE 3D FLINT MI ZIP +4 ▶485021649

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

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

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

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION DID NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES AND DID NOT MAKE ANY PROGRAM RELATED INVESTMENTS NO ALLOCATION OF ADMINISTRATIVE EXPENSES IS MADE OTHER THAN THE AMOUNT IN PART I, COLUMN D	0
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	10,908,705
b	Average of monthly cash balances		1b	825,122
c	Fair market value of all other assets (see instructions)		1c	609,124
d	**Total** (add lines 1a, b, and c)		1d	12,342,951
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	12,342,951
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	185,144
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,157,807
6	**Minimum investment return.** Enter 5% of line 5		6	607,890

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	607,890
2a	Tax on investment income for 2012 from Part VI, line 5	2a 14,063		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	14,063
3	Distributable amount before adjustments Subtract line 2c from line 1		3	593,827
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	593,827
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	593,827

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	570,770
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	570,770
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	570,770

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				593,827
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			564,918	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 570,770				
a Applied to 2011, but not more than line 2a			564,918	
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.				5,852
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				587,975
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	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. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

TIMOTHY C SANFORD FAX 810-767-1207
C/O MFO MANAGEMENT COMPANY 111 E
COURT STREET SUITE 3D
FLINT, MI 485021649
(810) 767-0136

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

INITIAL SUBMISSION SHOULD BE IN THE FORM OF A LETTER EXPLAINING THE ORGANIZATION AND THE PURPOSE OF THE REQUEST

c Any submission deadlines

A FORMAL SUBMISSION DEADLINE HAS NOT BEEN ESTABLISHED

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

THE FOUNDATION WAS FORMED TO MAKE CONTRIBUTIONS TO WORTHY ORGANIZATIONS, MAINLY CHARITABLE AND EDUCATIONAL, WHICH ARE QUALIFIED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				565,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	62	
4 Dividends and interest from securities. . . .			14	309,095	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	442,242	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		751,399	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 751,399

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-02-12 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
PAUL VALACAK	PAUL VALACAK			P00118036

Firm's name ▶ MFO EFILING SERVICES CO | Firm's EIN ▶ 20-1597091

Firm's address ▶ 111 E COURT STREET SUITE 3D FLINT, MI 485021649 | Phone no (810) 767-0136

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
FROM DRAPER FISHER JURVETSON GROWTH FUND SCHEDULE K-1	P		
FROM DRAPER FISHER JURVETSON GROWTH FUND SCHEDULE K-1	P		
FROM CROSSLINK VENTURES VI, LP SCHEDULE K-1	P		
FROM CROSSLINK VENTURES VI, LP SCHEDULE K-1	P		
FROM MFO NORTHPOINTE FUND B JOINT VENTURE STMT	P		
FROM MFO NORTHPOINTE FUND B JOINT VENTURE STMT	P		
FROM MFO WESTFIELD FUND B JOINT VENTURE STMT	P		
FROM MFO WESTFIELD FUND B JOINT VENTURE STMT	P		
FROM MFO TOWLE FUND JOINT VENTURE STMT	P		
FROM MFO TOWLE FUND JOINT VENTURE STMT	P		
FROM MFO WORLD ASSET MANAGEMENT INTERNATIONAL EQUITY JOINT VENTURE STMT	P		
FROM MFO WORLD ASSET MANAGEMENT INTERNATIONAL EQUITY JOINT VENTURE STMT	P		
FROM MFO WORLD ASSET MANAGEMENT INTERNATIONAL EQUITY JOINT VENTURE STMT	P		
MUNDER INTERNET FUND	P		
MERRILL LYNCH SECURITY LITIGATION PROCEEDS	P		2001-06-11
350 092 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-10-31	2013-05-30
338 357 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-11-30	2013-05-30
344 655 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-09-28	2013-05-30
362 677 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-08-31	2013-05-30
370 127 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-07-31	2013-05-30
1403 166 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-12-28	2013-05-30
383 772 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-12-28	2013-05-30
349 876 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-12-31	2013-05-30
313 365 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2013-02-28	2013-05-30
332 351 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2013-04-30	2013-05-30
346 914 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2013-01-31	2013-05-30
369 214 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-06-29	2013-05-30
394 263 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-05-31	2013-05-30
349 703 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2013-03-28	2013-05-30
149 327 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2013-03-28	2013-05-30

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908 405 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2013-03-28	2013-05-30
233 075 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-02-29	2013-05-30
273 523 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-01-31	2013-05-30
389 027 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-04-30	2013-05-30
46126 482 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-03-23	2013-05-30
1800 919 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-08-26	2013-05-30
279 763 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-03-30	2013-05-30
166 944 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-03-30	2013-05-30
441 21 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2012-03-30	2013-05-30
266 49 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-05-31	2013-05-30
288 565 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-09-30	2013-05-30
297 915 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-12-30	2013-05-30
90 664 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-12-29	2013-05-30
964 331 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-12-29	2013-05-30
262 751 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-04-29	2013-05-30
289 884 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-11-30	2013-05-30
268 4 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-01-31	2013-05-30
243 856 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-03-22	2013-05-30
258 512 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-06-30	2013-05-30
269 85 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2010-12-31	2013-05-30
523 261 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2010-12-30	2013-05-30
774 698 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2010-12-30	2013-05-30
14 012 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-03-22	2013-05-30
581 509 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-03-22	2013-05-30
272 529 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2011-03-31	2013-05-30
12922 891 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2010-01-20	2013-05-30
273 219 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2010-03-29	2013-05-30
233 426 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-10-30	2013-05-30
82 167 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-12-30	2013-05-30
227 317 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-09-30	2013-05-30

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(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)
223 878 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-12-31	2013-05-30
236 423 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-08-31	2013-05-30
14856 53 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2006-05-18	2013-05-30
782 741 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2006-05-31	2013-05-30
823 167 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2006-06-30	2013-05-30
352 648 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2008-07-31	2013-05-30
354 79 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2008-08-29	2013-05-30
303 096 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-07-31	2013-05-30
30556 181 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2000-10-31	2013-05-30
330 652 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-06-30	2013-05-30
354 499 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-05-29	2013-05-30
362 691 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2008-09-30	2013-05-30
357 216 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-04-30	2013-05-30
378 363 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2008-12-31	2013-05-30
362 634 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-01-30	2013-05-30
368 396 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-03-31	2013-05-30
72 942 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-03-26	2013-05-30
155 002 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-03-26	2013-05-30
338 001 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2009-02-27	2013-05-30
385 582 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2008-11-28	2013-05-30
404 323 SH VANGUARD FIXED INCOME SECS FD INTRM INVGRDAD	P	2008-10-31	2013-05-30
200 SH MASCO CORP	P	2008-03-05	2013-01-07
2600 SH MASCO CORP	P	1991-08-05	2013-01-07
600 SH NEWFIELD EXPLORATION COMPANY	P	2012-05-07	2013-01-09
400 SH NEWFIELD EXPLORATION COMPANY	P	2011-08-11	2013-01-09
300 SH NEWFIELD EXPLORATION COMPANY	P	2006-09-12	2013-01-09
1300 SH BANK NEW YORK MELLON CORP	P	2009-08-06	2013-02-05
1700 SH BANK NEW YORK MELLON CORP	P	2010-02-02	2013-02-05
1200 SH CENTURYLINK INC	P	2012-05-21	2013-02-15
712 SH WESTERN UN CO	P	2011-02-09	2013-03-14

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
88 SH WESTERN UN CO	P	2011-02-09	2013-03-15
700 SH WESTERN UN CO	P	2011-03-15	2013-03-15
800 SH WESTERN UN CO	P	2011-06-01	2013-03-15
800 SH WESTERN UN CO	P	2011-01-28	2013-03-15
100 SH WESTERN UN CO	P	2011-08-12	2013-03-15
500 SH MICROSOFT CORP	P	2007-10-05	2013-03-18
900 SH MICROSOFT CORP	P	2010-02-19	2013-03-18
800 SH MICROSOFT CORP	P	2004-03-11	2013-03-18
1000 SH MICROSOFT CORP	P	2005-10-13	2013-03-18
1000 SH MICROSOFT CORP	P	2004-03-24	2013-03-18
600 SH GENERAL ELECTRIC	P	2004-04-01	2013-03-21
400 SH GENERAL ELECTRIC	P	2008-06-13	2013-03-21
2000 SH GENERAL ELECTRIC	P	1982-11-12	2013-03-21
1600 SH INTEL CORP	P	2008-02-12	2013-04-04
500 SH QUEST DIAGNOSTICS INC COM	P	2012-10-19	2013-04-09
100 SH ANADARKO PETE CORP COM	P	2006-12-19	2013-04-10
200 SH ANADARKO PETE CORP COM	P	2007-01-08	2013-04-10
100 SH BARRICK GOLD CORP COM	P	2012-09-11	2013-04-11
700 SH KELLOGG CO	P	2012-01-04	2013-04-12
600 SH AT&T INC	P	2008-07-23	2013-04-16
1100 SH AT&T INC	P	2010-03-26	2013-04-16
600 SH AT&T INC	P	2006-05-12	2013-04-16
250 SH DU PONT E I DE NEMOURS	P	2008-03-26	2013-04-16
200 SH AIR PRODUCTS&CHEM	P	2010-02-19	2013-04-24
100 SH AIR PRODUCTS&CHEM	P	2009-06-23	2013-04-24
50 SH AIR PRODUCTS&CHEM	P	2009-05-14	2013-04-24
100 SH ADT CORP	P	2007-11-20	2013-04-26
125 SH ADT CORP	P	2002-02-05	2013-04-26
225 SH ADT CORP	P	2003-02-13	2013-04-26
50 SH ADT CORP	P	2012-10-01	2013-04-26

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

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200 SH EBAY INC COM	P	2011-08-12	2013-04-29
100 SH EBAY INC COM	P	2010-12-08	2013-04-29
100 SH EBAY INC COM	P	2010-10-28	2013-04-29
200 SH COCA COLA COM	P	2010-02-19	2013-04-30
800 SH COCA COLA COM	P	2008-08-28	2013-04-30
600 SH COCA COLA COM	P	2008-09-08	2013-04-30
100 SH COCA COLA COM	P	2008-07-30	2013-04-30
450 SH FREEPORT-MCMORAN COPPER & GOLD COM	P	2012-05-21	2013-05-02
200 SH QUALCOMM INC	P	2006-10-03	2013-05-03
100 SH QUALCOMM INC	P	2006-08-01	2013-05-03
350 SH MOSAIC CO NEW COM	P	2008-10-14	2013-05-06
200 SH PROCTER & GAMBLE CO	P	2009-12-18	2013-05-07
400 SH PROCTER & GAMBLE CO	P	1983-11-03	2013-05-07
50 SH STANLEY BLACK & DECKER INC COM	P	2012-10-19	2013-05-08
350 SH SUNCOR ENERGY INC NEW COM	P	2010-06-02	2013-05-09
400 SH VERIZON COMMUNICATNS COM	P	2008-04-11	2013-05-10
100 SH UNITED PARCEL SVC CL B	P	2005-03-31	2013-05-13
100 SH UNITED PARCEL SVC CL B	P	2005-06-09	2013-05-13
50 SH UNITED PARCEL SVC CL B	P	2005-10-14	2013-05-13
700 SH WASTE MANAGEMENT INC NEW	P	2010-04-29	2013-05-14
200 SH WASTE MANAGEMENT INC NEW	P	2010-04-21	2013-05-14
100 SH YUM BRANDS INC COM	P	2011-08-24	2013-05-15
50 SH YUM BRANDS INC COM	P	2011-09-22	2013-05-15
150 SH UNITED PARCEL SVC CL B	P	2005-10-14	2013-06-18
200 SH UNITED PARCEL SVC CL B	P	2005-10-19	2013-06-18
200 SH UNITED PARCEL SVC CL B	P	2005-04-28	2013-06-18
300 SH FEDEX CORP DELAWARE COM	P	2008-07-23	2013-06-21
300 SH FEDEX CORP DELAWARE COM	P	2008-10-10	2013-06-21
100 SH PEABODY ENERGY CORP COM	P	2007-03-15	2013-06-24
1000 SH PEABODY ENERGY CORP COM	P	2012-04-10	2013-06-24

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1050 SH SUNCOR ENERGY INC NEW COM	P	2010-06-02	2013-06-24
199 SH APACHE CORP PFD CONV SER D	P	2011-02-04	2013-01-16
1 SH APACHE CORP PFD CONV SER D	P	2011-02-04	2013-01-17
300 SH APACHE CORP PFD CONV SER D	P	2010-10-04	2013-01-17
300 SH APACHE CORP PFD CONV SER D	P	2010-10-05	2013-01-17
0 SH ELECTRONIC DATA SYSTEMS CORPORATION	P	2001-02-07	2013-01-18
0 SH AVIS BUDGET GROUP COM	P	1998-08-28	2013-01-18
1300 SH DOW CHEMICAL COMPANY (THE)	P	2008-10-29	2012-12-14
800 SH HOME DEPOT, INC (THE)	P	2008-07-23	2012-09-27
400 SH HOME DEPOT, INC (THE)	P	2008-10-10	2012-09-27
1100 SH HOME DEPOT, INC (THE)	P	2010-01-14	2012-09-27
100 SH INTEL CORPORATION	P	2005-10-20	2012-07-09
400 SH INTEL CORPORATION	P	2008-02-12	2012-07-09
300 SH KIMBERLY-CLARK CORPORATION	P	2009-09-23	2012-08-21
200 SH KIMBERLY-CLARK CORPORATION	P	1982-11-08	2012-08-21
500 SH KIMBERLY-CLARK CORPORATION	P	1982-11-08	2012-08-22
600 SH MONSANTO COMPANY	P	2010-03-26	2012-12-14
100 SH MONSANTO COMPANY	P	2009-02-25	2012-08-21
200 SH MONSANTO COMPANY	P	2009-02-20	2012-08-21
300 SH MONSANTO COMPANY	P	2009-04-28	2012-08-21
4414 SH TEMPLETON INSTL FOREIGN EQUITY FUND	P	2006-12-26	2012-07-17
100 SH CISCO SYSTEMS, INC	P	2001-04-26	2012-09-11
650 SH CISCO SYSTEMS, INC	P	2001-04-26	2012-10-18
800 SH CISCO SYSTEMS, INC	P	2008-02-11	2012-09-11
850 SH CISCO SYSTEMS, INC	P	2001-04-05	2012-10-18
0 SH BANK OF AMERICA CORPORATION	P	2012-12-01	2012-12-01
287 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2011-12-30	2012-07-27
2029 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2011-10-26	2012-07-27
243 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2009-12-21	2012-07-27
57 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2009-04-15	2012-07-27

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
265 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2012-07-24	2012-07-27
15 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	1998-12-28	2012-07-27
2445 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2001-06-21	2012-07-27
946 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2008-12-19	2012-07-27
2334 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2011-08-18	2012-07-27
15149 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2008-12-19	2012-07-27
71 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2002-12-17	2012-07-27
2289 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2008-04-14	2012-07-27
73 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2008-04-14	2012-07-27
132 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2007-12-27	2012-07-27
1479 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2001-04-18	2012-07-27
6138 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2007-12-27	2012-07-27
186 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2002-01-04	2012-07-27
2420 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2007-12-27	2012-07-27
19 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2010-04-13	2012-07-27
208 SH HANSBERGER INSTL EMERGING MARKETS FUND	P	2010-12-27	2012-07-27
400 SH UNILEVER N V	P	2010-02-19	2012-08-21
200 SH UNILEVER N V	P	2000-08-04	2012-08-21
300 SH UNILEVER N V	P	2000-02-18	2012-08-21
1500 SH UNILEVER N V	P	2000-02-18	2012-12-10
500 SH TARGET CORPORATION	P	1986-12-11	2012-08-21
500 SH TARGET CORPORATION	P	1986-12-11	2012-08-22
100 SH TARGET CORPORATION	P	2011-06-02	2012-08-21
800 SH VERIZON COMMUNICATIONS INC	P	2008-04-11	2012-07-23
500 SH VERIZON COMMUNICATIONS INC	P	2008-05-05	2012-07-23
0 SH TIME WARNER INC	P	2012-10-04	2012-10-04
500 SH EBAY INC	P	2011-03-15	2012-08-21
100 SH EBAY INC	P	2011-08-12	2012-08-21
800 SH SYMANTEC CORPORATION	P	2006-04-18	2012-12-12
1200 SH SYMANTEC CORPORATION	P	2010-07-06	2012-12-12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
500 SH SYMANTEC CORPORATION	P	2010-02-19	2012-12-12
800 SH SYMANTEC CORPORATION	P	2006-04-17	2012-12-12
800 SH SYMANTEC CORPORATION	P	2006-04-06	2012-12-12
800 SH SYMANTEC CORPORATION	P	2006-05-12	2012-12-12
400 SH COACH, INC	P	2008-03-05	2012-12-14
0 SH COUNTRYWIDE FINANCIAL CORPORATION	P	2012-12-26	2012-12-26
500 SH AMERIPRISE FINANCIAL, INC	P	2007-08-10	2012-12-10
320 SH AMERIPRISE FINANCIAL, INC	P	1991-11-01	2012-12-10
380 SH AMERIPRISE FINANCIAL, INC	P	2007-11-29	2012-12-10
300 SH AMERIPRISE FINANCIAL, INC	P	2008-07-18	2012-12-10
500 SH PEABODY ENERGY CORPORATION	P	2007-03-15	2012-11-07
60 SH PENTAIR LTD	P	2002-02-05	2012-10-02
48 SH PENTAIR LTD	P	2007-11-20	2012-10-02
108 SH PENTAIR LTD	P	2003-02-13	2012-10-02
100 SH PHILLIPS 66	P	2010-06-17	2012-07-09
200 SH PHILLIPS 66	P	2010-08-24	2012-07-09
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
			14,389
			767
			8
			42
890,962		868,011	22,951
194,318		179,922	14,396
67,008		79,425	-12,417
316,826		234,476	82,350
63,368		82,665	-19,297
231,157		161,114	70,043
1,018		1,046	-28
			486
			-77
7			7
1			1
3,532		3,679	-147
3,414		3,553	-139
3,478		3,605	-127
3,659		3,772	-113
3,735		3,846	-111
14,158		14,509	-351
3,872		3,968	-96
3,530		3,611	-81
3,162		3,225	-63
3,353		3,420	-67
3,500		3,552	-52
3,725		3,770	-45
3,978		4,018	-40
3,529		3,563	-34
1,507		1,522	-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,166		9,257	-91
2,352		2,380	-28
2,760		2,784	-24
3,925		3,956	-31
465,416		466,800	-1,384
18,171		18,189	-18
2,823		2,820	3
1,684		1,683	1
4,452		4,447	5
2,689		2,678	11
2,912		2,897	15
3,006		2,976	30
915		904	11
9,730		9,614	116
2,651		2,617	34
2,925		2,887	38
2,708		2,668	40
2,461		2,424	37
2,608		2,567	41
2,723		2,677	46
5,280		5,170	110
7,817		7,654	163
141		138	3
5,867		5,745	122
2,750		2,674	76
130,392		126,515	3,877
2,757		2,667	90
2,355		2,260	95
829		792	37
2,294		2,187	107

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,259		2,154	105
2,386		2,246	140
149,902		140,988	8,914
7,898		7,405	493
8,306		7,754	552
3,558		3,315	243
3,580		3,328	252
3,058		2,840	218
308,312		282,472	25,840
3,336		2,996	340
3,577		3,159	418
3,660		3,192	468
3,604		3,093	511
3,818		3,273	545
3,659		3,133	526
3,717		3,128	589
736		619	117
1,564		1,314	250
3,410		2,863	547
3,891		3,200	691
4,080		3,303	777
3,420		3,864	-444
44,462		28,919	15,543
16,322		20,927	-4,605
10,881		20,262	-9,381
8,161		11,520	-3,359
35,406		38,417	-3,011
46,300		49,753	-3,453
39,230		44,277	-5,047
10,322		15,058	-4,736

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,272		1,861	-589
10,120		14,458	-4,338
11,566		16,396	-4,830
11,566		16,025	-4,459
1,446		1,705	-259
14,086		14,974	-888
25,355		26,114	-759
22,538		20,459	2,079
28,172		24,630	3,542
28,172		24,430	3,742
14,103		18,339	-4,236
9,402		11,477	-2,075
47,009		3,806	43,203
33,557		33,574	-17
28,406		29,692	-1,286
8,669		4,398	4,271
17,339		8,308	9,031
2,484		4,002	-1,518
44,804		35,313	9,491
22,801		20,118	2,683
41,801		29,042	12,759
22,801		15,698	7,103
12,305		11,797	508
17,108		13,983	3,125
8,554		6,193	2,361
4,277		3,055	1,222
4,388		2,589	1,799
5,485		3,116	2,369
9,872		3,368	6,504
2,194		1,871	323

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
10,532		6,078	4,454
5,266		2,979	2,287
5,266		2,934	2,332
8,404		5,543	2,861
33,615		21,236	12,379
25,211		15,825	9,386
4,202		2,590	1,612
13,545		14,545	-1,000
12,662		7,130	5,532
6,331		3,438	2,893
21,217		14,701	6,516
15,446		12,240	3,206
30,892		1,410	29,482
3,963		3,514	449
11,121		11,139	-18
21,054		13,365	7,689
8,819		7,294	1,525
8,819		7,089	1,730
4,410		3,502	908
28,929		24,724	4,205
8,266		7,045	1,221
7,024		5,164	1,860
3,512		2,568	944
13,103		10,505	2,598
17,471		13,949	3,522
17,471		13,940	3,531
28,969		24,924	4,045
28,969		19,919	9,050
1,491		3,597	-2,106
14,912		33,502	-18,590

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
30,390		33,418	-3,028
9,116		12,899	-3,783
46		65	-19
13,751		17,508	-3,757
13,751		17,480	-3,729
132			132
34			34
40,742		32,903	7,839
47,959		20,110	27,849
23,980		7,808	16,172
65,944		31,301	34,643
2,605		2,373	232
10,421		8,393	2,028
25,246		17,622	7,624
16,831		956	15,875
41,789		2,389	39,400
53,526		42,877	10,649
8,814		7,520	1,294
17,628		15,805	1,823
26,441		24,356	2,085
75,000		116,009	-41,009
1,908		1,600	308
12,042		10,401	1,641
15,267		18,783	-3,516
15,747		12,482	3,265
23			23
2,700		2,757	-57
19,075		21,000	-1,925
2,284		2,575	-291
536		407	129

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,491		2,491	0
141		6	135
22,985		85,205	-62,220
8,897		5,962	2,935
21,945		25,000	-3,055
142,424		95,441	46,983
665		2,418	-1,753
21,518		58,595	-37,077
686		1,867	-1,181
1,241		4,085	-2,844
13,907		50,000	-36,093
57,709		189,196	-131,487
1,746		6,296	-4,550
22,747		74,885	-52,138
181		222	-41
1,954		2,618	-664
13,843		12,208	1,635
6,922		3,209	3,713
10,382		4,720	5,662
56,914		23,599	33,315
32,021		580	31,441
31,800		580	31,220
6,404		4,812	1,592
35,422		26,729	8,693
22,139		18,284	3,855
10			10
22,785		15,234	7,551
4,557		3,039	1,518
14,982		12,800	2,182
22,472		17,138	5,334

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,363		8,617	746
14,982		13,316	1,666
14,982		13,609	1,373
14,982		13,641	1,341
22,885		12,109	10,776
2,879			2,879
30,774		27,455	3,319
19,695		1,125	18,570
23,388		21,811	1,577
18,464		12,059	6,405
13,023		17,984	-4,961
2,605		1,704	901
2,084		1,416	668
4,688		1,842	2,846
3,307		2,509	798
6,614		4,906	1,708
29,949			29,949

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			14,389
			767
			8
			42
			22,951
			14,396
			-12,417
			82,350
			-19,297
			70,043
			-28
			486
			-77
			7
			1
			-147
			-139
			-127
			-113
			-111
			-351
			-96
			-81
			-63
			-67
			-52
			-45
			-40
			-34
			-15

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-91
			-28
			-24
			-31
			-1,384
			-18
			3
			1
			5
			11
			15
			30
			11
			116
			34
			38
			40
			37
			41
			46
			110
			163
			3
			122
			76
			3,877
			90
			95
			37
			107

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			105
			140
			8,914
			493
			552
			243
			252
			218
			25,840
			340
			418
			468
			511
			545
			526
			589
			117
			250
			547
			691
			777
			-444
			15,543
			-4,605
			-9,381
			-3,359
			-3,011
			-3,453
			-5,047
			-4,736

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-589
			-4,338
			-4,830
			-4,459
			-259
			-888
			-759
			2,079
			3,542
			3,742
			-4,236
			-2,075
			43,203
			-17
			-1,286
			4,271
			9,031
			-1,518
			9,491
			2,683
			12,759
			7,103
			508
			3,125
			2,361
			1,222
			1,799
			2,369
			6,504
			323

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			4,454
			2,287
			2,332
			2,861
			12,379
			9,386
			1,612
			-1,000
			5,532
			2,893
			6,516
			3,206
			29,482
			449
			-18
			7,689
			1,525
			1,730
			908
			4,205
			1,221
			1,860
			944
			2,598
			3,522
			3,531
			4,045
			9,050
			-2,106
			-18,590

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-3,028
			-3,783
			-19
			-3,757
			-3,729
			132
			34
			7,839
			27,849
			16,172
			34,643
			232
			2,028
			7,624
			15,875
			39,400
			10,649
			1,294
			1,823
			2,085
			-41,009
			308
			1,641
			-3,516
			3,265
			23
			-57
			-1,925
			-291
			129

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			0
			135
			-62,220
			2,935
			-3,055
			46,983
			-1,753
			-37,077
			-1,181
			-2,844
			-36,093
			-131,487
			-4,550
			-52,138
			-41
			-664
			1,635
			3,713
			5,662
			33,315
			31,441
			31,220
			1,592
			8,693
			3,855
			10
			7,551
			1,518
			2,182
			5,334

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			746
			1,666
			1,373
			1,341
			10,776
			2,879
			3,319
			18,570
			1,577
			6,405
			-4,961
			901
			668
			2,846
			798
			1,708
			29,949

Form 990PF Part VIII Line 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
CLAIRE MOTT WHITE 111 EAST COURT STREET SUITE 3D FLINT, MI 485021649	PRESIDENT & TRUSTEE 0 00	0	0	0
C EDWARD WHITE JR 111 EAST COURT STREET SUITE 3D FLINT, MI 485021649	SECRETARY & ASST TREASURER 0 00	0	0	0
WILLIAM S WHITE 111 EAST COURT STREET SUITE 3D FLINT, MI 485021649	TREASURER, V P & TRUSTEE 0 00	0	0	0
PAULA M TURRENTINE 111 EAST COURT STREET SUITE 3D FLINT, MI 485021649	TRUSTEE 0 00	0	0	0
TIFFANY W LOVETT 111 EAST COURT STREET SUITE 3D FLINT, MI 485021649	TRUSTEE 0 00	0	0	0
RIDGWAY H WHITE 111 EAST COURT STREET SUITE 3D FLINT, MI 485021649	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALFRED PSLOAN MUSEUM 1221 E KEARSLEY STREET FLINT, MI 48503	NONE	PUBLIC CHARITY	GENERAL OPERATING	5,000
BIBLOS FOUNDATION 196 SPRING OAKS DRIVE BALLWIN, MO 63011	NONE	PUBLIC CHARITY	GENERAL OPERATING	32,000
FLINT CULTURAL CENTER CORPORATION 601 EAST SECOND STREET FLINT, MI 48503	NONE	PUBLIC CHARITY	GENERAL OPERATING	50,000
FLINT INSTITUTE OF ARTS 1120 E KEARSLEY STREET FLINT, MI 485031991	NONE	PUBLIC CHARITY	GENERAL OPERATING	151,000
FLINT INSTITUTE OF MUSIC 1025 EAST KEARSLEY STREET FLINT, MI 48503	NONE	PUBLIC CHARITY	GENERAL OPERATING	50,000
FLINT YOUTH THEATRE 1220 EAST KEARSLEY STREET FLINT, MI 48503	NONE	PUBLIC CHARITY	GENERAL OPERATING	5,000
GREATER FLINT ARTS COUNCIL 816 SOUTH SAGINAW STREET FLINT, MI 48502	NONE	PUBLIC CHARITY	GENERAL OPERATING	5,000
ROBERT T LONGWAY PLANETARIUM 1310 E KEARSLEY STREET FLINT, MI 48503	NONE	PUBLIC CHARITY	GENERAL OPERATING	5,000
WHALEY CHILDREN'S CENTER 1201 N GRAND TRAVERSE STREET FLINT, MI 48503	NONE	PUBLIC CHARITY	GENERAL OPERATING	1,000
YWCA OF GREATER FLINT 310 E THIRD STREET FLINT, MI 48502	NONE	PUBLIC CHARITY	GENERAL OPERATING	11,000
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE, MI 49242	NONE	PUBLIC CHARITY	GENERAL OPERATING	250,000
Total . . . . ▶ **3a**				565,000

TY 2012 Accounting Fees Schedule

Name: CHARLES STEWART HARDING FOUNDATION

EIN: 38-6081208

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MFO MANAGEMENT FEE	23,500	21,500		2,000
TAX & AUDIT FEE	3,750	0		3,750

TY 2012 Investments Corporate Bonds Schedule

Name: CHARLES STEWART HARDING FOUNDATION

EIN: 38-6081208

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VANGUARD FIXED INC SECS HIGH YIELD CORPORATE FD, 106541.811 SHS.	572,696	629,662
VANGUARD FIXED INC SEC INTERM INVEST GRADE BOND FD, 238099.745 SHS.	2,536,921	2,538,143
VANGUARD ADMIRAL SHORT-TERM INVESTMENT GR, 114167.93 SHS	0	0

TY 2012 Investments Corporate Stock Schedule

Name: CHARLES STEWART HARDING FOUNDATION

EIN: 38-6081208

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T INC., 1200.00 SHS.	29,372	42,480
AIR PRODUCTS AND CHEMICALS, INC., 550.00 SHS.	27,199	50,363
AMERICAN EXPRESS COMPANY, 1100.00 SHS.	12,378	82,236
AMERIPRISE FINANCIAL, INC., 1500.00 SHS.	0	0
ANADARKO PETROLEUM CORPORATION, 400.00 SHS.	16,617	34,372
APACHE CORP PFD 6% CONV SER D, 800.00 SHS.	0	0
AUTODESK, INC., 1300.00 SHS.	34,209	44,122
BB&T CORPORATION, 2000.00 SHS.	65,216	67,760
BANK OF NEW YORK MELLON CORPORATION, 3000.00	0	0
BARRICK GOLD CORPORATION, 1700.00 SHS.	80,053	26,758
CENTURYLINK, INC, 1200.00 SHS.	0	0
CISCO SYSTEMS, INC., 2400.00 SHS.	0	0
COACH, INC., 400.00 SHS.	0	0
COCA-COLA COMPANY (THE), 1500.00 SHS.	38,090	60,165
CONOCOPHILLIPS, 600.00 SHS.	24,952	36,300
DOW CHEMICAL COMPANY (THE), 1300.00 SHS.	0	0
E.I. DU PONT DE NEMOURS AND COMPANY, 950.00 SHS.	44,830	49,875
EMC CORPORATION, 1900.00 SHS.	27,236	44,878
EBAY INC., 800.00 SHS.	23,421	41,376
FEDEX CORPORATION, 600.00 SHS.	0	0
FRANKLIN RESOURCES, INC., 600.00 SHS.	17,003	81,612
FREEPORT-MCMORAN COPPER & GOLD INC., 950.00 SHS.	18,722	26,229
GENERAL ELECTRIC COMPANY, 3000.00 SHS.	0	0
GENERAL MILLS, INC., 1000.00 SHS.	23,220	48,530
HOME DEPOT, INC. (THE), 1000.00 SHS.	19,521	77,470
INTEL CORPORATION, 2100.00 SHS.	0	0
KELLOGG COMPANY, 500.00 SHS.	25,196	32,115
KIMBERLY-CLARK CORPORATION, 1000.00 SHS.	0	0
MASCO CORPORATION, 2800.00 SHS.	0	0
MCDONALD'S CORPORATION, 600.00 SHS.	45,487	59,400

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORPORATION, 4200.00 SHS.	0	0
MONSANTO COMPANY, 1200.00 SHS.	0	0
MOSAIC COMPANY, 750.00 SHS.	25,088	40,357
NEWFIELD EXPLORATION COMPANY, 1300.00 SHS.	0	0
NORFOLK SOUTHERN CORPORATION, 700.00 SHS.	46,288	50,855
PEABODY ENERGY CORPORATION, 1600.00 SHS.	0	0
PEPSICO, INC., 1400.00 SHS.	82,381	114,506
PHILLIPS 66, 300.00 SHS.	0	0
PROCTER & GAMBLE COMPANY, THE, 800.00 SHS.	2,820	61,592
QUALCOMM INCORPORATED, 700.00 SHS.	24,063	42,763
REGAL ENTERTAINMENT GROUP, 4200.00 SHS.	66,311	75,180
SCHLUMBERGER LIMITED, 600.00 SHS.	16,224	42,996
STANLEY BLACK AND DECKER, INC., 600.00 SHS.	39,149	46,380
SUNCOR ENERGY INC., 1400.00 SHS.	0	0
SYMANTEC CORPORATION, 4900.00 SHS.	0	0
TARGET CORPORATION, 1100.00 SHS.	0	0
UNILEVER N.V., 2400.00 SHS.	0	0
UNITED PARCEL SERVICE, INC., 800.00 SHS.	0	0
UNITED TECHNOLOGIES CORPORATION, 1000.00 SHS.	54,797	92,940
VERIZON COMMUNICATIONS INC., 900.00 SHS.	28,469	45,306
WASTE MANAGEMENT INC., 1600.00 SHS.	54,105	64,528
WESTERN UNION CO. (THE), 3200.00 SHS.	0	0
YUM! BRANDS, INC., 450.00 SHS.	22,952	31,203
WEATHERFORD INTERNATIONAL LTD., 2800.00 SHS.	44,040	38,360
TRANSOCEAN LTD., 600.00 SHS.	41,432	28,770
TYCO INTERNATIONAL LTD., 900.00 SHS.	13,872	29,655
DREYFUS TOTAL EMERGING MARKETS CL I, 54454.3359 SHS	655,796	619,690
HANSBERGER INSTL. EMERGING MARKETS FUND, 36520.61 SHS.	0	0
WORLD ASSET MGMT INTERNATIONAL FUND, 39177.74 SHS.	309,726	359,046
TEMPLETON INSTL. FOREIGN EQUITY FUND, 35793.455 SHS.	786,465	710,858

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD ADM EMERGING MKTS INDEX FD, 13050.06	0	0
MFO - NORTHPOINTE FUND B, 537133.5892084 SHS.	596,218	746,941
MFO - WESTFIELD FUND B, 29511.9889929 SHS.	529,333	837,155
MFO - TOWLE FUND, 183159.7814715 SHS.	610,843	854,275
VANGUARD INTL EQUITY EMERGING MKTS INDEX FD, 18494.947 SHS	591,267	597,942
VANGUARD INDEX FDS 500 ADM 5042.371	718,127	746,523
JPMORGAN CHASE & CO 950.00 SHS.	46,251	50,150
JONES LANG LASALLE INC COM 350 SHS	31,240	31,899
LOWES COS INC COM 1000.00 SHS	31,714	40,900
GOLDMAN SACHS GROUP INC 100.00 SHS	15,704	15,125
DISNEY (WALT) CO COM STK 250.00 SHS	15,736	15,787
DARDEN RESTAURANTS INC 600 SHS	30,287	30,288
COGNIZANT TECHNOLOGY SOLUTIONS CL A 650 SHS	43,765	40,716
BLACKROCK INC 250.00 SHS	45,105	64,212
APPLE INC 70 SHS	38,831	27,757
AGRIUM INC 150 SHS	13,697	13,044
ADT CORP 800 SHS	31,952	31,880

TY 2012 Investments - Other Schedule

Name: CHARLES STEWART HARDING FOUNDATION

EIN: 38-6081208

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARES CAPITAL CORPORATION, 2300.00 SHS.	FMV	157,189	39,560
STEELPATH MLP SELECT 40 CL A, 45624.457 SHS.	FMV	486,746	550,687
DRAPER FISHER JURVETSON GROWTH FUND LP	FMV	224,190	416,865
CROSSLINK VI VENTURE FUND	FMV	42,612	44,760

TY 2012 Other Expenses Schedule

Name: CHARLES STEWART HARDING FOUNDATION

EIN: 38-6081208

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF MICHIGAN ANNUAL FILING FEE	20	0		20
FROM CROSSLINK VENTURES VI SCHEDULE K-1	5	5		0
FROM CROSSLINK VENTURES VI SCHEDULE K-1	71	71		0
FROM DRAPER FISHER JURVETSON GROWTH FUND SCHEDULE K-1	8,024	8,024		0
FROM DRAPER FISHER JURVETSON GROWTH FUND SCHEDULE K-1	12	12		0
FROM MFO NORTHPOINTE FUND B JOINT VENTURE STMT	4,494	4,494		0
FROM MFO TOWLE FUND JOINT VENTURE STMT	4,763	4,763		0
FROM MFO WESTFIELD FUND B JOINT VENTURE STMT	4,106	4,106		0
FROM MFO WORLD ASSET MANAGEMENT INTERNATIONAL EQUITY JOINT VENTURE STMT	896	896		0

TY 2012 Other Liabilities Schedule

Name: CHARLES STEWART HARDING FOUNDATION

EIN: 38-6081208

Description	Beginning of Year - Book Value	End of Year - Book Value
CAPITAL COMMITMENT - DFJ GROWTH	19,643	10,343
CAPITAL COMMITMENT - CROSSLINK VI	23,927	16,955

TY 2012 Taxes Schedule

Name: CHARLES STEWART HARDING FOUNDATION

EIN: 38-6081208

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	4,372	4,372		0
FEDERAL EXCISE TAX	9,000	0		0
FROM MFO WESTFIELD FUND B JOINT VENTURE STMT	11	11		0