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Form 990-PF

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

Department of the Treasury
Internal Revenue Service

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 7/1/2012, and ending 6/30/2013

Name of foundation HILDUR M. MICHEL CHARITABLE TRUST WELLS FARGO BANK NA TTEE 85007200 Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A 1 W 4th St 4th Floor MAC D4000-041 City or town, state, and ZIP code Winston Salem NC 27101-3818 G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation J Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 290,433 (Part I, column (d) must be on cash basis)		A Employer identification number 74-6429552 B Telephone number (see instructions) (888) 730-4933 C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
Part I Analysis of Revenue and Expenses (<i>The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)</i>)		(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 ► <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	7,744	7,681		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	4,301			
	b Gross sales price for all assets on line 6a	115,471			
	7 Capital gain net income (from Part IV, line 2)		4,301		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	RECEIVED			
	12 Total. Add lines 1 through 11	12,045	11,982	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	IRS-CSC	5,000	3,750	1,250
	14 Other employee salaries and wages	NOV 05 2013			
	15 Pension plans, employee benefits	IRS-CSC			
	16 a Legal fees (attach schedule)	OGDEN, UT			
	b Accounting fees (attach schedule)	IRS-CSC	600		600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)		76	76	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23		5,676	3,826	0
	25 Contributions, gifts, grants paid		15,000		15,000
	26 Total expenses and disbursements. Add lines 24 and 25		20,676	3,826	0
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements		-8,631		
	b Net investment income (if negative, enter -0-)			8,156	
	c Adjusted net income (if negative, enter -0-)				0

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		6,742	6,687
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	253,729	244,818	283,746
	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)	260,471	251,505	290,433
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		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 ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	260,471	251,505	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	260,471	251,505	
	31	Total liabilities and net assets/fund balances (see instructions)	260,471	251,505	

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	260,471
2	Enter amount from Part I, line 27a	2	-8,631
3	Other increases not included in line 2 (itemize) ► FEDERAL EXCISE TAX REFUND	3	204
4	Add lines 1, 2, and 3	4	252,044
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	539
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	251,505

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 Attached Statement					
b See Attached Statement					
c See Attached Statement					
d See Attached Statement					
e See Attached Statement					
(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			0		
b			0		
c			0		
d			0		
e			0		
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			0		
b			0		
c			0		
d			0		
e			0		
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	4,301	
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	0	

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	17,775	286,223	0.062102
2010	19,667	300,123	0.065530
2009	88,042	313,652	0.280700
2008	30,000	332,449	0.090239
2007			0.000000
2 Total of line 1, column (d)			2 0 498571
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 0.124643
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 289,581
5 Multiply line 4 by line 3			5 36,094
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 82
7 Add lines 5 and 6			7 36,176
8 Enter qualifying distributions from Part XII, line 4			8 16,850
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1 a 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

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

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here If Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 55 Refunded ► 11 0

1	163
2	0
3	163
4	
5	163
6a	218
6b	
6c	
6d	
7	218
8	
9	0
10	55
11	0

Part VII-A Statements Regarding Activities

1 a 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 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

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
 NC, TX
 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N.A. Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 ZIP+4 ► 27101-3818	
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
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 ►	16	Yes No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(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
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
 Yes No
 Yes No
 Yes No
 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)?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? N/A

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

Yes No

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? If "Yes" to 6b, file Form 8870

Yes No

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?

Yes No

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
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	5,000	

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

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

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

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.

1	NONE	
2		
3		
4		

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

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

1	NONE	
2		

All other program-related investments. See instructions.

3 NONE

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	286,754
b	Average of monthly cash balances	1b	7,237
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	293,991
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	293,991
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,410
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	289,581
6	Minimum investment return. Enter 5% of line 5	6	14,479

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	14,479
2a	Tax on investment income for 2012 from Part VI, line 5	2a	163
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	163
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,316
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,316
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	14,316

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	16,850
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3	
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	16,850
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,850

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 Distrnbutable amount for 2012 from Part XI, line 7				14,316
2 Undistributed income, if any, as of the end of 2012				0
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	13,660			
c From 2009	72,845			
d From 2010	5,291			
e From 2011	3,682			
f Total of lines 3a through e	95,478			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 16,850				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				14,316
e Remaining amount distributed out of corpus	2,534			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	98,012			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions				0
f Undistrnbutable income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distrnbutd in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	98,012			
10 Analysis of line 9				
a Excess from 2008	13,660			
b Excess from 2009	72,845			
c Excess from 2010	5,291			
d Excess from 2011	3,682			
e Excess from 2012	2,534			

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

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling	►				
b	Check box to indicate whether the foundation is a private operating foundation described in section			<input type="checkbox"/> 4942(j)(3) or	<input type="checkbox"/> 4942(j)(5)	
2 a	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	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
c	Qualifying distributions from Part XII, line 4 for each year listed					0
d	Amounts included in line 2c not used directly for active conduct of exempt activities					0
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3	Complete 3a, b, or c for the alternative test relied upon:					0
a	"Assets" alternative test—enter					0
(1)	Value of all assets					0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c	"Support" alternative test—enter					0
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					0
(3)	Largest amount of support from an exempt organization					0
(4)	Gross investment income					0

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))

NONE

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:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total			► 3a	15,000
<i>b Approved for future payment</i> NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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		12,045	0
13 Total. Add line 12, columns (b), (d), and (e)		13		12,045	

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

<u>Security Type</u>	<u>Account #</u>	<u>EIN</u>	<u>CUSIP</u>	<u>Asset Name</u>	<u>FMV</u>	<u>Fed Cost</u>
Savings & Temp Inv	850007200	74-6429552	VP0528308	FEDERATED TREAS OBL FD 68	6232.58	6232.58
Savings & Temp Inv	850007200	74-6429552	VP0528308	FEDERATED TREAS OBL FD 68	454.34	454.34
				Total Savings & Temp Inv	6686.92	6686.92
Invest - Other	850007200	74-6429552	04314H204	ARTISAN INTERNATIONAL FUND #661	13973.16	9434.96
Invest - Other	850007200	74-6429552	256210105	DODGE & COX INCOME FD COM #147	22060.38	21330.44
Invest - Other	850007200	74-6429552	411511504	HARBOR CAPITAL APRCTN-INST #2012	24244.04	15005.35
Invest - Other	850007200	74-6429552	589509108	MERGER FD SH BEN INT #260	6034.38	6035.23
Invest - Other	850007200	74-6429552	693390700	PIMCO TOTAL RET FD-INST #35	21704.4	22136.34
Invest - Other	850007200	74-6429552	693390882	PIMCO FOREIGN BD FD USD H-INST #103	5393.97	5440.16
Invest - Other	850007200	74-6429552	77957P105	T ROWE PRICE SHORT TERM BD FD #55	11143.8	11254.76
Invest - Other	850007200	74-6429552	04314H600	ARTISAN MID CAP FUND-INS #1333	10285.15	9382.34
Invest - Other	850007200	74-6429552	464287200	ISHARES CORE S & P 500 ETF	10618.08	6403.14
Invest - Other	850007200	74-6429552	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	5257.56	5994.21
Invest - Other	850007200	74-6429552	256206103	DODGE & COX INT'L STOCK FD #1048	13999.65	11445.89
Invest - Other	850007200	74-6429552	552983694	MFS VALUE FUND-CLASS I #893	16759.58	13752.4
Invest - Other	850007200	74-6429552	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	11564.25	12190.01
Invest - Other	850007200	74-6429552	262028855	DRIEHAUS ACTIVE INCOME FUND	5954.75	5839.28
Invest - Other	850007200	74-6429552	339128100	JP MORGAN MID CAP VALUE-I #758	8181.23	5052.93
Invest - Other	850007200	74-6429552	922908553	VANGUARD REIT VIPER	9689.52	3783.22
Invest - Other	850007200	74-6429552	483438206	KALMAR GR W/VAL SM CAP FD #2	5578.22	5104.74
Invest - Other	850007200	74-6429552	922042858	VANGUARD FTSE EMERGING MARKETS ETF	10513.44	9349.45
Invest - Other	850007200	74-6429552	683974505	OPENHEIMER DEVELOPING MKT-Y #788	11252.3	11370.18
Invest - Other	850007200	74-6429552	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	9097.2	6737.99
Invest - Other	850007200	74-6429552	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	7856.29	6170.19
Invest - Other	850007200	74-6429552	76628T645	RIDGEWORTH SEIX HY BD-I #5855	12546.47	10985.03
Invest - Other	850007200	74-6429552	367829884	GATEWAY FUND - Y #1986	10546.46	10399.11
Invest - Other	850007200	74-6429552	22544R305	CREDIT SUISSE COMM RET ST-I #2156	14027.59	17333.65
Invest - Other	850007200	74-6429552	487300808	KEELEY SMALL CAP VAL FD CL I #2251	5463.84	2886.99
				Total Invest - Other	283745.71	244817.99
				Total Assets	290432.63	251504.91

HILDUR M. MICHEL CHARITABLE TRUST WELLS FARGO BANK NA TTEE 85007200 74-6429552 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

EL PASO LIGHTHOUSE FOR THE BLIND

Street

200 WASHINGTON ST

City

EL PASO

State

TX

Zip Code

79905

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		Net Gain or Loss
											Capital Gains/Losses Other sales	Gross Sales	Cost, Other Basis and Expenses
	Long Term CG Distributions	1,023							15,471	0	4,301	111,170	0
	Short Term CG Distributions	0							0	0	0	0	0
1	X HARBOR CAPITAL APRITION	411511504			2/5/2010		8/8/2012	208	125	92			0
2	X HARBOR CAPITAL APRITION	411511504			6/7/2009		8/8/2012	134				0	74
3	X HARBOR CAPITAL APRITION	411511504			2/1/2013		5/7/2013	979	1,039			0	60
4	X HUSSMAN STRATEGIC GROW	448108100			4/8/2009		8/8/2012	260				0	-48
5	X HUSSMAN STRATEGIC GROW	448108100			5/19/2009		8/8/2012	1,057	1,230			0	-173
6	X HUSSMAN STRATEGIC GROW	448108100			6/7/2009		8/8/2012	3,198	3,138			0	-50
7	X HUSSMAN STRATEGIC GROW	448108100			6/7/2009		8/8/2012	783	910			0	-127
8	X HUSSMAN STRATEGIC GROW	448108100			1/17/2008		2/7/2013	1,584				0	-216
9	X HUSSMAN STRATEGIC GROW	448108100			3/18/2009		3/18/2013	1,381	1,044			0	-313
10	X HUSSMAN STRATEGIC GROW	448108100			6/29/2009		2/7/2013	259				0	-63
11	X HUSSMAN STRATEGIC GROW	448108100			24/2011		2/7/2013	1,048	1,200			0	-152
12	X HUSSMAN STRATEGIC GROW	448108100			4/28/2011		2/7/2013	108				0	-17
13	X HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	928	1,057			0	-129
14	X ISHARES CORE S & P 500 ETHE	464287200			8/8/2012		2/7/2013	456				0	-34
15	X ISHARES CORE S & P 500 ETHE	464287200			8/8/2012		5/7/2013	489	422			0	67
16	X ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	3,880	3,414			0	466
17	X ISHARES RUSSELL 2000 GRO	464287648			12/18/2012		2/7/2013	3,982	3,719			0	253
18	X KELLEY SMALL CAP VAL FD	4973000808			8/12/2011		8/8/2012	52	45			0	7
19	X KELLEY SMALL CAP VAL FD	4973000808			8/12/2011		11/19/2012	324	270			0	54
20	X KELLEY SMALL CAP VAL FD	4973000808			8/12/2011		2/7/2013	858	621			0	237
21	X KELLEY SMALL CAP VAL FD	4973000808			8/17/2009		2/7/2013	2,441	1,373			0	1,068
22	X LAUDUS MONDRIAN INTL FUND	518855Q655			10/20/2010		8/8/2012	2,968	3,068			0	-100
23	X LAUDUS MONDRIAN INTL FUND	518855Q655			2/14/2012		2/7/2013	543	576			0	-33
24	X MFS VALUE FUND-CLASS I-8	5529935994			24/2011		8/8/2012	616	643			0	33
25	X MFS VALUE FUND-CLASS I-8	5529935994			2/11/2013		5/7/2013	577	502			0	74
26	X MAINSTAY EP US EQUITY-INS	560631502			5/19/2012		8/8/2012	4,052	3,410			0	642
27	X MERGER FD SH BENTL 260	569509108			10/20/2010		8/8/2012	1,382	1,386			0	4
28	X OPENHEIMER DEVELOPING	6033974505			10/26/2010		11/19/2012	396	408			0	-12
29	X PINCO TOTAL RET-FD-INST #	603390700			11/21/2012		2/11/2013	16,178	16,127			0	-549
30	X PINCO TOTAL RET-FD-INST #	603390700			8/10/2012		2/11/2013	3,259	3,332			0	-73
31	X PINCO TOTAL RET-FD-INST #	603390700			8/10/2012		5/7/2013	976	902			0	74
32	X ARTISAN INTERNATIONAL FU	04314H204			11/19/2010		11/19/2012	327				0	21
33	X ARTISAN INTERNATIONAL FU	04314H204			11/18/2010		5/7/2013	572	459			0	113
34	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		5/7/2013	491	437			0	54
35	X ARTISAN INTERNATIONAL FU	04314H204			4/8/2012		8/13/2012	502	310			0	192
36	X ARTISAN INTERNATIONAL FU	04314H204			5/19/2009		8/13/2012	1,950	1,378			0	572
37	X CREDIT SUISSE COMM RT ST	225444R305			8/12/2011		8/8/2012	672	741			0	-69
38	X DIAMOND HILL LONG-SHORT	226264S83			8/1/2012		5/7/2013	551	501			0	50
39	X DODGE & COX INTL STOCK F	2562026103			11/18/2010		8/8/2012	787	887			0	-100
40	X DODGE & COX INTL STOCK F	2562026103			5/10/2012		8/8/2012	895	873			0	22
41	X DODGE & COX INTL STOCK F	2562026103			2/5/2010		8/8/2012	489	464			0	25
42	X DODGE & COX INTL STOCK F	2562026103			2/5/2010		11/19/2012	655	597			0	58
43	X DODGE & COX INCOME FD	2562026103			2/5/2010		5/7/2013	533	418			0	115
44	X DODGE & COX INCOME FD	2562026105			2/4/2011		11/19/2012	1,303	1,238			0	65
45	X DODGE & COX INCOME FD	2562026105			10/20/2010		2/7/2013	471	450			0	67
46	X DODGE & COX INCOME FD	2562026105			5/10/2012		11/19/2012	3,209	3,533			0	150
47	X DODGE & COX INCOME FD	2562026105			8/1/2012		11/19/2012	5,468	5,414			0	54
48	X DODGE & COX INCOME FD	2562026105			2/7/2013		11/19/2012	3,103	2,913			0	290
49	X DODGE & COX INCOME FD	2562026105			2/4/2011		5/7/2013	533	418			0	4
50	X DREYEUS EMG MNT DEBTLO	261980494			10/20/2010		2/7/2013	2,153	2,086			0	67
51	X JP MORGAN MID CAP VALUE	339128100			2/5/2010		8/8/2012	487	337			0	121
52	X PINCO FOREIGN BD FD USD	6933900882			8/1/2011		8/8/2012	2,972	2,851			0	22
53	X PINCO FOREIGN BD USD	6933900882			2/14/2012		11/19/2012	295	276			0	18
54	X PINCO FOREIGN BD USD	6933900882			2/14/2012		2/7/2013	529	519			0	10
55	X RIDGEWORTH SEX-HY BD	768287545			3/6/2008		8/8/2012	541	538			0	3
56	X RIDGEWORTH SEX-HY BD	768287545			3/6/2008		11/19/2012	426	453			0	22
57	X RIDGEWORTH SEX-HY BD	768287545			3/6/2008		4/27/2011	1,587	1,545			0	-1
58	X TROWE PRICE SHORT TERM	77951P105			2/7/2012		11/19/2012	1,783	1,692			0	17
59	X TROWE PRICE SHORT TERM	77951P105			2/7/2012		8/8/2012	10,583	10,561			0	22
60	X SPDR DL WILSHIRE INTERNA	78463X863			2/1/2012		2/1/2012	4,098	4,090			0	8
61	X SPDR DL WILSHIRE INTERNA	78463X863			4/28/2011		8/8/2012	310	332			0	-22
62	X SPDR DL WILSHIRE INTERNA	78463X863			4/28/2011		4/28/2011	402	412			0	-10
63	X SPDR DL WILSHIRE INTERNA	78463X863			4/27/2011		11/19/2012	40	41			0	-1
64	X SPDR DL WILSHIRE INTERNA	78463X863			4/27/2011		4/27/2011	819	774			0	17
65	X SPDR DL WILSHIRE INTERNA	78463X863			4/26/2011		5/7/2013	139	122			0	17
66	X TCM SMALL CAP GROWTH F	87234N849			5/10/2012		11/19/2012	503	537			0	-34
67	X TCM SMALL CAP GROWTH F	87234N849			8/1/2012		11/19/2012	100	106			0	6
68	X TCM SMALL CAP GROWTH F	87234N849			10/20/2010		11/19/2012	2,771	2,376			0	-105

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount		1,023										Net Gain or Loss	
Short Term CG Distributions		0										4,301			

Part I, Line 16b (990-PF) - Accounting Fees

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	600			600

Part I, Line 18 (990-PF) - Taxes

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1 FOREIGN TAX WITHHELD	76	76	0	0	

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1 FEDERAL EXCISE TAX REFUND	1	204
2 Total	2	204

Line 5 - Decreases not included in Part III, Line 2

1 COST BASIS ADJUSTMENT	1	414
2 PY RETURN OF CAPITAL ADJUSTMENT	2	125
3 Total	3	539

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	218
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	218