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

2012

Open to public inspection

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

For calendar year 2012 or tax year beginning AUG 1, 2012, and ending JUL 31, 2013

Name of foundation

RNR FOUNDATION, INC.

A Employer identification number

65-0539370

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

2212 OLD FALLS DRIVE

Room/suite

B Telephone number

734-645-0565

City or town, state, and ZIP code

ANN ARBOR, MI 48103

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 changeD 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 foundationE 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)

\$ 5,973,807.

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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		59,192.	59,192.		STATEMENT 1
4 Dividends and interest from securities		179,633.	179,633.		STATEMENT 2
5a Gross rents		-7,008.	-7,008.		STATEMENT 3
b Net rental income or (loss)		-7,008.			
6a Net gain or (loss) from sale of assets not on line 10		219,619.			
b Gross sales price for all assets on line 6a		2,705,180.			
7 Capital gain net income (from Part IV, line 2)			219,619.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		451,436.	451,436.		
13 Compensation of officers, directors, trustees, etc.		74,185.	14,837.		59,348.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		4,781.	4,781.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		23,535.	4,707.		18,828.
22 Printing and publications					
23 Other expenses		52,572.	44,213.		8,359.
24 Total operating and administrative expenses. Add lines 13 through 23		155,073.	68,538.		86,535.
25 Contributions, gifts, grants paid		574,779.			574,779.
26 Total expenses and disbursements. Add lines 24 and 25		729,852.	68,538.		661,314.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-278,416.			
b Net investment income (if negative, enter -0-)			382,898.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	170,612.	200,331.	200,331.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	3,570,387.	3,155,545.	3,726,505.
	c Investments - corporate bonds STMT 8	1,792,109.	1,696,737.	1,671,174.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	50,892.	291,014.	375,797.	
14 Land, buildings, and equipment: basis ▶ 6,593.				
Less: accumulated depreciation STMT 10 ▶ 6,593.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	5,584,000.	5,343,627.	5,973,807.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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	4,023,375.	4,023,375.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,560,625.	1,320,252.		
30 Total net assets or fund balances	5,584,000.	5,343,627.		
31 Total liabilities and net assets/fund balances	5,584,000.	5,343,627.		

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	5,584,000.
2 Enter amount from Part I, line 27a	2	-278,416.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	38,122.
4 Add lines 1, 2, and 3	4	5,343,706.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD BASIS ADJUSTMENT	5	79.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,343,627.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,705,180.		2,485,561.	219,619.

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			
b			
c			
d			
e			219,619.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	219,619.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	496,740.	5,858,290.	.084793
2010	543,710.	6,190,460.	.087830
2009	533,753.	6,073,022.	.087889
2008	558,166.	5,809,263.	.096082
2007	446,716.	8,914,670.	.050110

2 Total of line 1, column (d)	2	.406704
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	.081341
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,960,980.
5 Multiply line 4 by line 3	5	484,872.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,829.
7 Add lines 5 and 6	7	488,701.
8 Enter qualifying distributions from Part XII, line 4	8	661,314.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b**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** ☒4,434. Refunded ☒**Part VII-A Statements Regarding Activities****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?**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities**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. ☒ \$ 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.

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**4a** 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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒

FL

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		<input checked="" type="checkbox"/>
1b		<input checked="" type="checkbox"/>
1c		<input checked="" type="checkbox"/>
2		<input checked="" type="checkbox"/>
3		<input checked="" type="checkbox"/>
4a		<input checked="" type="checkbox"/>
4b		
5		<input checked="" type="checkbox"/>
6	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8b	<input checked="" type="checkbox"/>	
9		<input checked="" type="checkbox"/>
10		<input checked="" type="checkbox"/>

N/A

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 ► THE FOUNDATION Located at ► 2212 OLD FALLS DRIVE, ANN ARBOR, MI	Telephone no. ► (734) 973-1492 ZIP+4 ► 48103		
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 X

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

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

		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 type="checkbox"/> Yes <input checked="" 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 ► N/A	1b	
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? If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ► N/A	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. ►		
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) ► N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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

☐ 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?

If "Yes" to 6b, file Form 8870

6b

☒**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		74,185.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	5,838,691.
b	Average of monthly cash balances	1b	213,065.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,051,756.
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	6,051,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	90,776.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,960,980.
6	Minimum investment return. Enter 5% of line 5	6	298,049.

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	298,049.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,829.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,829.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	294,220.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	294,220.
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	294,220.

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	661,314.
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	661,314.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,829.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	657,485.

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				294,220.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	175,544.			
d From 2010	240,417.			
e From 2011	207,591.			
f Total of lines 3a through e	623,552.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	661,314.			
a Applied to 2011, but not more than line 2a			0.	
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				294,220.
e Remaining amount distributed out of corpus	367,094.			
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	990,646.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	990,646.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	175,544.			
c Excess from 2010	240,417.			
d Excess from 2011	207,591.			
e Excess from 2012	367,094.			

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				
COUNCIL ON FOUNDATIONS	NONE	PUBLIC CHARITY	COUNCIL	290.
ROLLINS COLLEGE	NONE	PUBLIC CHARITY	IMMERSIVE LEADERSHIP EDUCATION	169,679.
AAACF	NONE	PUBLIC CHARITY	EVALUATION PROCESSES AND OUTCOME PILOT PROGRAM	41,142.
LEADERSHIP PIKES PEAK	NONE	PUBLIC CHARITY	TEEN LEADERSHIP	10,000.
PEAK VISTA FAMILY HEALTH	NONE	PUBLIC CHARITY	HEALTH EDUCATION FOR SENIORS PUBLIC HEALTH	50,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				574,779.
b Approved for future payment				
CORIELL ICOB	NONE	PUBLIC CHARITY	PERSONALIZED MEDICINE COLLABORATIVE	200,000.
LEADERSHIP PIKES PEAK	NONE	PUBLIC CHARITY	TEEN LEADERSHIP PROGRAM	10,000.
IIAC	NONE	PUBLIC CHARITY	INNOVATIONS IN AGING	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				401,667.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
UCCS	NONE	PUBLIC CHARITY	INNOVATION IN AGING	25,000.
CORIELL ICOB	NONE	PUBLIC CHARITY	OVERSIGHT BOARD PUBLIC HEALTH	208,668.
SERVICES FOR OLDER CITIZENS	NONE	PUBLIC CHARITY	SERVICES FOR OLDER CITIZENS	20,000.
MONTEREY HORSE PARK	NONE	PUBLIC CHARITY	HORSE PARK STUDY	50,000.
Total from continuation sheets				303,668.

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
ROLLINS COLLEGE	NONE	PUBLIC CHARITY	DIRECTOR OF COMMUNITY ENGAGEMENT ENDOWED CHAIR	166,667.
Total from continuation sheets				166,667.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512 513 or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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			14	59,192.
4	Dividends and interest from securities			14	179,633.
5	Net rental income or (loss) from real estate:				
a	Debt-financed property				
b	Not debt-financed property			14	-7,008.
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	219,619.
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.		451,436.
13	Total. Add line 12, columns (b), (d), and (e)				451,436.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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	ABERDEEN ASIA PACIFIC FUND	P	VARIOUS	09/14/12
b	7700 SH SHIP FINANCE INTERNATIONAL LIMITED	P	VARIOUS	09/14/12
c	2600 SH WHIRLPOOL CORP	P	VARIOUS	09/21/12
d	1000 SH ALLIANT TECHSYSTEMS INC	P	VARIOUS	09/07/12
e	2300 SH UNIVERSAL CORP VIRGINIA	P	VARIOUS	10/15/12
f	1800 SH PHILIP MORRIS INTERNATIONAL	P	VARIOUS	10/15/12
g	1600 SH ISHARES BARCLAYS	P	VARIOUS	12/31/12
h	2700 SH AGL RESOURCE INC	P	VARIOUS	12/31/12
i	2500 SH SEMPRA ENERGY	P	VARIOUS	12/31/12
j	700 SH HARRIS CORP DEL	P	VARIOUS	12/31/12
k	WISDOMTREE EMERGING MARKETS STCG	P	VARIOUS	12/31/12
l	WISDOMTREE EMERGING MARKETS LTCG	P	VARIOUS	12/31/12
m	9300 SH SHIP FINANCE INTERNATIONAL LIMITED	P	VARIOUS	01/11/13
n	CLAYMORE EXCHANGE TRADED STCG	P	VARIOUS	01/02/13
o	1000 SH ELI LILY & CO	P	VARIOUS	02/12/13

(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 94.			94.
b 135,113.		200,398.	-65,285.
c 182,000.		136,733.	45,267.
d 102,250.		103,375.	-1,125.
e 117,038.		90,201.	26,837.
f 165,302.		121,834.	43,468.
g 168,631.		167,199.	1,432.
h 106,340.		102,734.	3,606.
i 175,503.		131,353.	44,150.
j 33,813.		30,338.	3,475.
k 388.			388.
l 230.			230.
m 162,472.		123,684.	38,788.
n 57.			57.
o 53,796.		36,146.	17,650.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			94.
b			-65,285.
c			45,267.
d			-1,125.
e			26,837.
f			43,468.
g			1,432.
h			3,606.
i			44,150.
j			3,475.
k			388.
l			230.
m			38,788.
n			57.
o			17,650.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

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	3200 SH HARRIS CORP DEL	P	VARIOUS	03/22/13
b	1000 SH ABBOT LABORATORIES	P	VARIOUS	03/27/13
c	1500 LOTS NASDAQ QMX GROUP SR NOTES	P	VARIOUS	10/15/13
d	1900 SH 3M CO	P	VARIOUS	04/19/13
e	1000 SH JOHNSON & JOHNSON	P	VARIOUS	04/22/13
f	2200 SH MICROSOFT CORP	P	VARIOUS	06/07/13
g	1100 SH MICROSOFT CORP	P	VARIOUS	06/07/13
h	2900 SH BCE INC	P	VARIOUS	06/27/13
i	924 SH SYSCO CORP	P	VARIOUS	06/27/13
j	3000 SH NEWMONT MINING CORP	P	VARIOUS	07/01/13
k	5000 SH NEWMONT MINING CORP	P	VARIOUS	07/31/13
l	GRIFFIS VALUE ADDED FUND, LLC ALLOCATION OF SECTI	P	VARIOUS	12/31/12
m	GRIFFIS VALUE ADDED FUND, LLC ALLOCATION OF SECTI	P	VARIOUS	12/31/12
n	26 SH WHIRLPOOL CORP CALL OPTION	P	VARIOUS	08/31/12
o	56 SH ELI LILLY & CO CALL OPTION	P	VARIOUS	08/31/12

(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 140,894.		127,338.	13,556.
b 34,400.		24,924.	9,476.
c 155,700.		152,700.	3,000.
d 200,701.		170,509.	30,192.
e 84,625.		62,671.	21,954.
f 78,034.		59,101.	18,933.
g 38,489.		31,780.	6,709.
h 116,158.		125,052.	-8,894.
i 31,831.		21,931.	9,900.
j 89,250.		124,711.	-35,461.
k 148,258.		172,465.	-24,207.
l 2,537.			2,537.
m 17,479.			17,479.
n 2,218.		13,598.	-11,380.
o 1,159.			1,159.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			13,556.
b			9,476.
c			3,000.
d			30,192.
e			21,954.
f			18,933.
g			6,709.
h			-8,894.
i			9,900.
j			-35,461.
k			-24,207.
l			2,537.
m			17,479.
n			-11,380.
o			1,159.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	26 SH MARKET VECTOR CALL OPTION	P	VARIOUS	08/31/12
b	26 SH WHIRLPOOL CORP CALL OPTION	P	VARIOUS	09/30/12
c	26 SH MARKET VECTOR CALL OPTION	P	VARIOUS	09/30/12
d	2600 SH MARKET VECTOR CALL OPTION	P	VARIOUS	10/31/12
e	80 SH NEWMONT MINING	P	VARIOUS	06/30/13
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 607.			607.
b 14,863.			14,863.
c 780.		15,546.	-14,766.
d 142,815.		139,240.	3,575.
e 1,355.			1,355.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) 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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			607.
b			14,863.
c			-14,766.
d			3,575.
e			1,355.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	219,619.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST FROM GRIFFIS VALUE ADDED FUND, LLC	2.
JP MORGAN INTEREST	59,190.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	59,192.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN DIVIDENDS	179,633.	0.	179,633.
TOTAL TO FM 990-PF, PART I, LN 4	179,633.	0.	179,633.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME FROM GRIFFIS VALUE ADDED FUND, LLC	1	-7,008.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-7,008.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	4,781.	4,781.		0.
TO FORM 990-PF, PG 1, LN 18	4,781.	4,781.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	35,684.	32,116.		3,568.	
CUSTODIAL FEES	8,782.	7,904.		878.	
ACCOUNTING	7,386.	3,693.		3,693.	
COUNCIL FOUNDATION DUES	500.	500.		0.	
PIKES PEAK NONPROFIT EXCELLENCE	220.	0.		220.	
TO FORM 990-PF, PG 1, LN 23	52,572.	44,213.		8,359.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
DIFFERENCE BETWEEN FMV AND BOOK BASIS OF STOCKS CONTRIBUTED		38,122.	
TOTAL TO FORM 990-PF, PART III, LINE 3		38,122.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
COMMON STOCK	3,155,545.	3,726,505.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,155,545.	3,726,505.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	1,696,737.	1,671,174.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,696,737.	1,671,174.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GRIFFIS VALUE ADDED FD LLC CL A-2	COST	36,646.	136,137.
REAL ESTATE & INFRASTRUCTURE	COST	254,368.	239,660.
TOTAL TO FORM 990-PF, PART II, LINE 13		291,014.	375,797.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATIONAL COSTS	5,000.	5,000.	0.
ORGANIZATIONAL COSTS	1,593.	1,593.	0.
TOTAL TO FM 990-PF, PART II, LN 14	6,593.	6,593.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID LORD COLORADO SPRINGS, CO	PRESIDENT 2.00	15,000.	0.	0.
CHARLES LORD DELANCO, NJ	VICE PRES. 2.00	15,000.	0.	0.
EDITH LORD-WOLFF CARMEL HIGHLANDS, CA	SECRETARY 2.00	15,000.	0.	0.
RICHARD LORD ANN ARBOR, MI	TREASURER 2.00	15,000.	0.	0.
HEATHER LORD ANN ARBOR, MI	DIRECTOR 2.00	14,185.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		74,185.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	ORGANIZATIONAL COSTS	11/01/95	195	60M		HY43	5,000.				5,000.	5,000.		0.	5,000.
2	ORGANIZATIONAL COSTS	11/01/95	195	60M		HY43	1,593.				1,593.	1,593.		0.	1,593.
	* TOTAL 990-PF PG 1 DEPR & AMORT						6,593.				6,593.	6,593.		0.	6,593.