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

1308

OMB No 1545-0652

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 SEP 1, 2012, and ending AUG 31, 2013

Name of foundation

THE PHILLIP AND ELIZABETH FILMER  
MEMORIAL CHARITABLE TRUST

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

PO BOX 75000 MC 7874

A Employer identification number

20-3341412

B Telephone number

7349302416

City or town, state, and ZIP code

DETROIT, MI 48275-7874

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 changeH Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method:  Cash  Accrual  
 Other (specify) ► \$ 5,821,468. (Part I, column (d) must be on cash basis)D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► 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		399.	399.		
4 Dividends and interest from securities		111,875.	111,875.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		413,793.			
b Gross sales price for all assets on line 6a	1,956,990.				
7 Capital gain net income (from Part IV, line 2)			413,793.		
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		526,067.	526,067.		
13 Compensation of officers, directors, trustees, etc		50,100.	50,100.		0.
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	STMT 1	2,662.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 2	820.	0.		820.
24 Total operating and administrative expenses. Add lines 13 through 23		53,582.	50,100.		820.
25 Contributions, gifts, grants paid		386,000.			386,000.
26 Total expenses and disbursements. Add lines 24 and 25		439,582.	50,100.		386,820.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		86,485.			
b Net investment income (if negative, enter -0-)			475,967.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.SCANNED MAR 2 2013  
Operating and Administrative Expenses

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MEMORIAL CHARITABLE TRUST

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		754,974.	320,963.
	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		15,000.	30,000.
	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 4	3,638,802.	3,211,740.
	c Investments - corporate bonds	STMT 5	656,746.	1,589,304.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)		5,065,522.	5,152,007.
	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.
	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		6,430,104.	6,430,104.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		-1,364,582.	-1,278,097.
	30 Total net assets or fund balances		5,065,522.	5,152,007.
	31 Total liabilities and net assets/fund balances		5,065,522.	5,152,007.

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	5,065,522.
2 Enter amount from Part I, line 27a	2	86,485.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	5,152,007.
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	5,152,007.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY HELD SECURITIES</b>			P	06/02/11	08/31/13
<b>b CAPITAL GAIN DIVIDENDS</b>			P	12/01/11	08/31/13
<b>c COMMON TRUST FUND ALLOCATION</b>			P	11/01/11	08/31/13
<b>d</b>					
<b>e</b>					
(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 1,939,378.		1,543,197.		396,181.	
b 17,245.				17,245.	
c 367.				367.	
d					
e					
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				396,181.	
b				17,245.	
c				367.	
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	413,793.	
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	

**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	373,931.	5,725,598.	.065309
2010	360,645.	6,029,231.	.059816
2009	401,464.	5,711,489.	.070291
2008	602,990.	5,397,737.	.111712
2007	409,565.	6,685,758.	.061259
2 Total of line 1, column (d)			2 .368387
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 .073677
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,802,948.
5 Multiply line 4 by line 3			5 427,544.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,760.
7 Add lines 5 and 6			7 432,304.
8 Enter qualifying distributions from Part XII, line 4			8 386,820.

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

See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	9,519.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	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	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			
6	<b>Credits/Payments:</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,028.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,491.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		9,519.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11	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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>	X	
c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
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?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MI</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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**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)	<input type="checkbox"/> 11	<input type="checkbox"/>	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input type="checkbox"/>	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X	
Website address ►	<b>NONE</b>			
14	The books are in care of ► <b>COMERICA BANK</b> Located at ► <b>PO BOX 7500 MC 7874, DETROIT, MI</b>	Telephone no. ► <b>734-930-2416</b> ZIP+4 ► <b>48275-7874</b>		
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	► <b>15</b>	<b>N/A</b>	
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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No <input checked="" type="checkbox"/> 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 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 checked="" type="checkbox"/> Yes	<input 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 ►		
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?		
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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)		
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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**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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	<input checked="" type="checkbox"/>
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	<input checked="" type="checkbox"/>
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			N/A

**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
COMERICA BANK PO BOX 75000 MC 7874 DETROIT, MI 48275-7874	TRUSTEE			
	2.00	50,100.	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

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**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		
3		

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3 ► 0.

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**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	5,891,318.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	5,891,318.
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	5,891,318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,370.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,802,948.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	290,147.

**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	290,147.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,519.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,519.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	280,628.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	280,628.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	280,628.

**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	386,820.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	386,820.
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	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	386,820.

**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.

Form 990-PF (2012)

223571  
12-05-12

THE PHILLIP AND ELIZABETH FILMER  
MEMORIAL CHARITABLE TRUST

Form 990-PF (2012)

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**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				280,628.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	52,759.			
e From 2011	91,703.			
f Total of lines 3a through e	144,462.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 386,820.			0.	
a Applied to 2011, but not more than line 2a				
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				280,628.
e Remaining amount distributed out of corpus	106,192.			
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:	250,654.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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	250,654.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	52,759.			
d Excess from 2011	91,703.			
e Excess from 2012	106,192.			



## 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)				
<b>a Paid during the year</b>				
SCHEDULE ATTACHED PO BOX 75000 MC 9413 DETROIT, MI 48275-9413	NONE	EXEMPT	SUPPORT	386,000.
<b>Total</b>				► 3a 386,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## 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	(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.		526,067.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	526,067.

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

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



FORM 990-PF	TAXES	STATEMENT	1
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE	2,662.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,662.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEETING EXPENSE	820.	0.		820.
TO FORM 990-PF, PG 1, LN 23	820.	0.		820.

FOOTNOTES	STATEMENT	3
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## REASON FOR AMENDMENT:

THIS RETURN IS BEING AMENDED TO REFLECT CHANGES  
ON THE APPROPRIATE SCHEDULES FROM THE 2011 AMENDED RETURN. 15,000.

THIS RETURN IS BEING AMENDED TO REMOVE CONTRIBUTIONS  
PREVIOUSLY REPORTED AS DISBURSEMENTS FOR CHARITABLE  
PURPOSES AND TO REPORT AN ACT OF SELF-DEALING  
AND A TAXABLE EXPENDITURE.

THE APPROPRIATE SCHEDULES HAVE BEEN UPDATED.

FORM 990-PF	CORPORATE STOCK	STATEMENT 4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS & MUTUAL FUND	3,211,740.	3,865,731.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,211,740.	3,865,731.

FORM 990-PF	CORPORATE BONDS	STATEMENT 5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS AND MUTUAL FDS	1,589,304.	1,604,774.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,589,304.	1,604,774.

# Account Statement

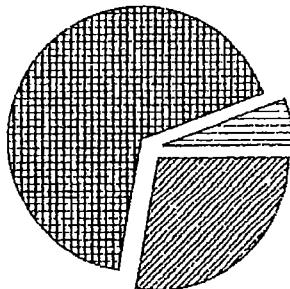
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Statement Period September 01, 2012 Through August 31, 2013

## Investment Portfolio Summary



	Tax Cost	Market Value	Percent
CASH AND EQUIVALENTS	320,962.63	320,962.63	5.5%
EQUITIES	3,211,739.58	3,865,731.14	66.8%
FIXED INCOME	1,589,304.86	1,604,774.07	27.7%
<b>Total</b>	<b>5,122,007.07</b>	<b>5,791,467.84</b>	<b>100.0%</b>

## Investment Detail

Description		Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Cash And Equivalents</b>					
FEDEXERATED GOVERNMENT OBLIGATIONS FUND		320,962.63 320,962.63	1.00 1.00	32.10	0.01
CASH		0.00			
<b>* Total Cash And Equivalents</b>		<b>320,962.63 320,962.63</b>		<b>32.10 0.00</b>	<b>0.01</b>
Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss
<b>Equities</b>					
AMERISOURCEBERGEN CORP	ABC	750,000	42,690.00 27,382.13	56.92 36.47	630.00 15,357.87
APPLE INC	APPL	300,000	146,164.00 96,153.00	487.22 320.51	3,660.00 50,011.80
CATERPILLAR INC	CAT	450,000	37,143.00 29,077.47	82.54 64.62	1,080.00 8,065.53
CECENE CORP	CELG	500,000	69,990.00 27,757.20	139.98 55.53	42,222.80
COACH INC	COH	600,000	42,248.00 54,659.96	52.81 63.32	1,080.00 12,411.95

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# Account Statement

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Statement Period September 01, 2012 Through August 31, 2013

## Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Equities</b>						
COCA COLA CO	KO	1,900,000	72,542.00 52,851.70	38.18 27.82	2,128.00 19,690.30	2.93
CONOCOPHILLIPS	COP	1,050,000	69,615.00 46,541.75	66.30 44.53	2,898.00 23,073.25	4.16
DENBURY RESOURCES INC COM NEW	DNR	1,350,000	23,341.50 26,901.72	17.29 19.93	3,560.22	
DEVON ENERGY CORPORATION	DVN	450,000	25,591.50 28,629.52	57.09 64.07	396.00 3,139.02	1.54
EMC CORP	EMC	3,150,000	81,207.00 56,138.50	25.78 17.82	1,260.00 25,068.50	1.55
ECOLAB INC	ECL	575,000	62,526.25 44,656.23	91.35 77.66	629.00 7,870.02	1.01
EDWARDS LIFESCIENCES CORP	EW	470,000	33,078.80 40,263.68	70.38 85.67	7,185.08	
EXPEDITORS INTERNATIONAL	EXPD	1,250,000	90,700.00 47,337.00	40.56 37.87	750.00 3,563.00	1.48
EXPRESS SCRIPTS HLDG CO	ESRX	800,000	51,104.00 44,398.00	63.88 55.50	6,706.00	
FISERV INC	FISV	450,000	43,321.50 27,571.18	96.27 61.27	15,750.32	
GRAINGER W W INC	GWW	250,000	61,837.50 24,598.17	247.35 98.40	930.00 37,238.33	1.50
HARBOR INTL FD	HAINX	7,162,346	465,490.87 445,000.00	64.99 62.13	8,995.91 20,460.87	1.03
HOLOGIC INC	HOLX	2,200,000	46,948.00 44,216.92	21.54 20.10	2,731.08	
INTEL CORP	INTC	2,550,000	56,949.00 59,095.50	21.98 23.17	2,295.00 3,016.50	1.09
IBM CORP	IBM	450,000	82,021.50 33,246.00	182.27 73.88	1,710.00 48,775.60	2.08
ITC HLDGS CORP	ITC	375,000	33,333.75 26,391.21	88.89 75.71	637.50 4,912.54	1.31
JPMORGAN CHASE & CO	JPM	1,000,000	50,500.00 38,259.40	50.53 58.29	1,520.00 12,240.60	3.01
JOHNSON & JOHNSON	JNJ	1,000,000	86,410.00 63,393.23	86.41 63.39	2,640.00 23,016.77	3.06
MFS INTL NEW DISCOVERY I	MWNIX	11,815.424	311,660.89 280,000.00	26.38 23.70	3,733.67 31,690.89	1.20
MACYS INC	M	850,000	37,765.70 31,934.42	44.43 37.67	850.00 5,031.08	2.25

# Account Statement

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Statement Period September 01, 2012 Through August 31, 2013

## Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Equities</b>						
MICROSOFT CORP	MSFT	2,650 000	83,510 90 77,694 96	33 10 29 32	2,438 00 10,825 04	2.75
NEWMONT MNG CORP	NEM	850 000	27 004 50 47,329 52	31 77 55 68	850 00 20,326 02	3.15
NIKE INC CL B	NKE	1,600 000	106 512 00 45,450 69	62 82 28 41	1,544 00 55,061 31	1.34
NORFOLK SOUTHERN CORP	NSC	900 000	64 944 00 63 945 82	72 16 71 04	1,672 00 1,008 18	2.88
SOUTHERN SMALL CAP FUND INV	SSSIX	6 045 673	164,140 02 150,000 00	27 15 24 81	943 12 14,140 02	0.57
OCCIDENTAL PETROLEUM CORP	OXY	680 000	59,982 80 60,246 81	88 21 88 60	1,740 00 264 01	2.90
ORACLE CORPORATION	ORCL	2,000 000	63 720 00 39 914 50	31 80 19 96	960 00 23,805 50	1.51
OPPENHEIMER DEVELOPING MARKETS FUND-Y	CDVYX	9 659 381	324 714 77 325 000 00	33 62 33 65	2,404 94 285 23	0.74
PHILIP MORRIS INTL INC	PM	1,100 000	91,784 00 52 123 83	83 44 47 99	3,740 00 39,660 17	4.07
PHILLIPS 66	PSX	525 000	29 97 50 14,675 41	57 10 27 65	666 25 15,302 09	2.19
PRINCIPAL MIDCAP BLEND	PCBIX	8,433 799	155 693 59 136,000 00	18 45 16 13	1,593 99 19,603 59	1.02
QUALCOMM INC	QCOM	575 000	38 111 00 37 505 00	56 28 55 40	805 00 506 00	2.11
ROPER IND'S INC NEW	ROP	400 000	49,480 00 26 537 64	123 70 66 59	264 00 22,842 36	0.63
ROSS STORES INC	ROST	1,000 000	67,260 00 57,352 00	67 26 57 35	680 00 9,908 00	1.01
SCHLUMBERGER LTD	SLB	750 000	60 705 00 39 221 13	80 94 52 29	937 50 21,483 87	1.54
TARGET CORP	TGT	500 000	31 655 00 26 214 95	63 31 52 43	860 00 5,440 05	2.72
US BANCORP	USB	1,900 000	68,647 00 28 272 00	36 13 14 88	1,748 00 40,375 00	2.55
VANGUARD EMERG MKTS STOCK ETF	VWO	3,000 000	113 160 00 132,419 10	37 72 44 14	4,617 00 19,259 10	4.08
VERIZON COMMUNICATIONS	VZ	1,010 000	47 853 60 38,532 00	47 38 38 25	2,080 60 9,221 00	4.35
VISA INC CL A	V	350 000	61 047 00 40 445 83	174 42 115 50	462 00 29,601 17	0.76

# Account Statement

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Statement Period September 01, 2012 Through August 31, 2013

## Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
<b>Equities</b>						
INVESTCO LTD	IVZ	1,000 000	30,360 00 24,089 20	30 36 24 87	900 00 5,490 50	2 96
LAZARD LTD CL A	LAZ	1,500 000	53,130 00 49,044 00	35 42 32 70	1,500 00 4,056 00	2 82
<b>* Total Equities</b>			<b>3,865,731 14 3,211,739 58</b>		<b>71,120 28 653,991 56</b>	<b>1 84</b>
<b>Fixed Income</b>						
APPLE INC 1% 05/03/2018		100,000 000	95,538 00 99,647 00	95 54 99 65	1,000 00 4,109 00-	1 05
BERKSHIRE HATHAWAY 1 6% 05/15/2017		100,000 000	100,259 00 102,637 00	100 26 102 61	1,600 00 2,348 00-	1 60
GOLDMAN SACHS GROUP INC 5 5% 11/15/2014		100,000 000	105,299 00 100,027 00	105 30 100 03	5,500 00 5,272 00	5 22
LOWES COS INC 5% 10/15/2015		150,000 000	163,083 00 150,544 50	108 72 100 36	7,500 00 12,536 50	4 00
MICROSOFT CORP 2 95% 06/01/2014		100,000 000	101,914 00 99,626 00	101 91 99 63	2,950 00 2,288 00	2 89
PIMCO TOTAL RETURN FD INSTL	PTTRX	14,015 512	149,266 20 150,000 00	10 65 10 70	4,330 79 734 80-	2 90
PEPSICO INC SR NT 2 5% 05/10/2016		100,000 000	103,508 00 102,066 00	103 51 102 09	2,500 00 1,422 00	2 42
PITNEY BOWES INC GLOBAL MEDIUM SER MTN 4 75% 01/15/2016	PITN16	100,000 000	105,818 00 101,716 00	105 82 101 72	4,750 00 4,102 00	4 49
TOYOTA MIR CR CORP 2 05% 01/12/2017		100,000 000	101,307 00 103,977 50	101 31 103 98	2,050 00 2,670 50-	2 02
VANGUARD GNMA FUND ADM	VFIIX	13,680 047	142,135 60 150,000 00	10 38 10 36	3,488 41 7,864 31	2 45
VANGUARD S/T CORPORATE FD-ADM	VFSUX	14,351 264	152,840 95 150,000 00	10 65 10 45	2,999 41 2,840 95	1 96
WAL-MART STORES INC NT 2 25% 07/08/2015		100,000 000	102,955 00 102,747 00	102 26 102 75	2,250 00 208 00	2 19
FIXED INCOME OPPORTUNITY FUND		17,404 401	160,851 22 176,326 85	10 39 10 13	7,264 44 4,524 36	4 02
<b>* Total Fixed Income</b>			<b>1,604,774 07 1,589,304 85</b>		<b>48,128 05 15,469 21</b>	<b>3 00</b>
<b>Grand Total Assets</b>			<b>5,791,457 84 5,122,007 07</b>		<b>119,340 43 669,460 77</b>	<b>2 06</b>

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FILMER MEMORIAL CHARITABLE TRUST  
Contributions  
8/1/2012 to 6/31/2013

CHARITY	ADDRESS	AMOUNT	PURPOSE
Ann Arbor Hands on Museum	220 E Ann St, Ann Arbor, MI 48104	5,000.00	Discover science assistance fund
Arb Community Center	6451 Schaefer Road, Dearborn MI 48126	10,000.00	Iraqi refugees in Oakland county
Auburn Elementary	2900 Waukegan Street, Auburn Hills, MI 48326-3264	3,000.00	Bullying prevention program
Banbury Cross Therapeutic Equestrian Center	1223 Brauer Road Oxford, MI 48371	15,000.00	Riding lessons for special needs Oakland county children
Care House of Oakland	44765 Woodward Ave, Pontiac, MI 48341-5021	10,000.00	Medical evaluation program
Chaldean Outreach & Community	West Bloomfield Twp, MI	10,000.00	Project Hope program
ChildSafe Michigan	30680 Montpelier, Suite 250, Madison Heights, MI 48071	5,000.00	Youth monitoring program
Children's Leukemia Foundation	5455 Corporate Drive Suite 308, Troy, MI 48098	10,000.00	Patient services program
Common House		10,000.00	2013 business symposium & 2014 bulletproof success
Community Sharing		7,500.00	Food pantry
Cranbrook Schools Horizon	P O Box 405 2028 N. Milford Rd Highland, MI 48357	10,000.00	Upward bound program
Crossroad for Youth	39221 Woodward, Bloomfield Hills, MI 48034	10,000.00	Main & South campus learning center
Crossroads Pregnancy Center	930 East Drahner, P O Box 9, Oxford, MI 48371	2,500.00	Sexual health and relationship education
Detroit Zoological Society	3205 South Blvd, Auburn Hills, MI 48328	5,000.00	Support a day at the zoo program
Everest Academy	8450 W 10 Mile Rd, Royal Oak, MI 48067	5,000.00	Science olympiad materials
Ferndale Middle School	5935 Clarkston Road Clarkston, MI 48348	2,000.00	7th grade camp outing
Forgotten Harvest	725 Pinecrest, Ferndale MI 48220	15,000.00	Expansion to the food rescue program
Henry Ford Health System	2799 W Grand Blvd, Detroit, MI 48202	10,000.00	Bright beginnings maternal child program
Hospice of Michigan	400 Mach Ave, Detroit, MI 48201	10,000.00	Home support open access to Oakland county residents
Just & Outreach Ministry	48352 Woodward Ave, Pontiac, MI 48341	10,000.00	Support of seed money and personnel
Jewish Community Center	15110 W Ten Mile Rd Oak Park, MI 48237	10,000.00	Build recreation area
Jewish National Fund	60 Revere Drive, Suite #240, Northbrook, IL 60062	2,000.00	National holocaust museum
Kettering University	1700 University Ave, Flint, MI 48504	15,000.00	Academically interested minds program
Ladies of Charity of St Vincent de Paul	32340 Pierce Beverly Hills, MI 48025	15,000.00	Clothes closet and food pantry
Lake Orion Lions Club	3400 Ashley Drive, Lake Orion, MI 48359	12,000.00	Support Beaumonts silent child program
Leader Dogs for the Blind	1039 S Rochester Rd, Rochester Hills, MI 48307	5,000.00	Support their programs
Lions Visually Impaired		6,000.00	Summer camp for visually and hearing impaired children
Loyola High School	15325 Pinehurst St, Detroit, MI 48238	15,000.00	Scholarship for Oakland county residents
McLaren Children's Health	401 South Ballenger Highway, Flint, MI 48532	10,000.00	Assist with healthcare to uninsured children
Michigan Women's Foundation	333 W Fort St, Suite 1920, Detroit, MI 48226	10,000.00	Funding of a new chapter of the women for change
Oakland Literacy Council	2550 S Telegraph Road Suite 103, Bloomfield Hills, MI 48302	5,000.00	Provide free tutoring services
Oakland University	2200 N Squirrel Road, Rochester, Michigan 48309-4401	15,000.00	Building community connections with future physicians
Playworks Education	2990 W Grand Blvd, #1a 231, Detroit, MI 48226	10,000.00	Support children in 3 Oakland city schools
Project Night Night	146 Beulah St, San Francisco, CA 94117	10,000.00	Underwrite the cost operation dream big program
Rebuilding Together	31700 West 12 Mile, Suite 201, Farmington Hills, MI 48334	15,000.00	Provide materials and service repairs of Pontiac homes
St. John Providence Health System	22101 Moross St, Detroit, MI 48236	10,000.00	Walk with me program
Special Olympics Michigan	Central Michigan University   Mount Pleasant, MI 48859	2,500.00	Oakland county participants with intel disabilities
Society of St. Vincent de Paul	3000 Gratiot Ave Detroit, MI 48207	15,000.00	Debt card program for Oakland county residents
South Oakland Shelter	16505 W 12 Mile Rd, Lathrup Village, 48078	10,000.00	Support shift program
Torch of Wisdom Foundation	Ann Arbor, MI	15,000.00	Pilot program for employment readiness
University of Michigan	1100 Geddes Avenue Ann Arbor MI 48109-1079	5,000.00	2013 Pontiac student clinic
YMCA of Metropolitan Detroit		7,500.00	Funding continue to meet program

386,000