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

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

1308

OMB No 1545-0052

2012

Open to public inspection

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**

A Employer identification number

20-3341412

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

PO BOX 75000 MC 7874

Room/suite

B Telephone number

7349302416

City or town, state, and ZIP code

DETROIT, MI 48275-7874

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☒ Amended return☐ Address change☐ Name changeC If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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 ☐

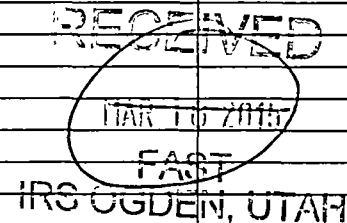
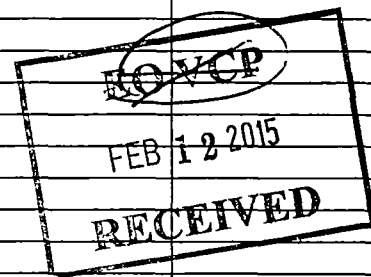
I Fair market value of all assets at end of year

(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)**Part I Analysis of Revenue and Expenses**(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

| | | | | | |
|---|--|-------------------|-----------------|-----------------|-----------|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | 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. | | | |
| Operating and Administrative Expenses | 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 | | |

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

1

Form **990-PF** (2012)

10340209 783984 25672-3

2012.06010 THE PHILLIP AND ELIZABETH F 25672-31

| 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 | | | 754,974. | 320,963. | 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. | 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. | 3,865,731. |
| | c Investments - corporate bonds STMT 5 | | | 656,746. | 1,589,304. | 1,604,774. |
| 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. | 5,821,468. | |
| 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"/> | | | | | |
| | 24 Unrestricted | | | | | |
| | 25 Temporarily restricted | | | | | |
| | 26 Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 Capital stock, trust principal, or current funds | | | 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. |

**THE PHILLIP AND ELIZABETH FILMER
MEMORIAL CHARITABLE TRUST**

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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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) | | | |
| 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 | | 1 | 9,519. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 9,519. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 9,519. |
| 6 Credits/Payments: | | | |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 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. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | | X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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MEMORIAL CHARITABLE TRUST

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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) | 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 ► NONE | 13 | X | |
| 14 | The books are in care of ► COMERICA BANK Telephone no. ► 734-930-2416 Located at ► PO BOX 7500 MC 7874, DETROIT, MI ZIP+4 ► 48275-7874 | | | |
| 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 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 ► <input type="checkbox"/> | 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? 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.) | 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 |

Form 990-PF (2012)

**THE PHILLIP AND ELIZABETH FILMER
MEMORIAL CHARITABLE TRUST**

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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:

(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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b **X**

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 **X**

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 |
|------------------------|---|---|---|---------------------------------------|
| COMERICA BANK | TRUSTEE | | | |
| PO BOX 75000 MC 7874 | | | | |
| DETROIT, MI 48275-7874 | 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 | | | | |
| | | | | |
| | | | | |
| | | | | |
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| | | | | |
| | | | | |
| | | | | |

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

0

Form 990-PF (2012)

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 | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
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| | |

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 | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| All other program-related investments. See instructions. | |
| | |
| | |
| | |
| Total. Add lines 1 through 3 | 0. |

Form 990-PF (2012)

**THE PHILLIP AND ELIZABETH FILMER
MEMORIAL CHARITABLE TRUST**

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 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,802,948. |
| 6 | Minimum investment return. 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 | Distributable amount as adjusted. 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 | Qualifying distributions. 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 | Adjusted qualifying distributions. 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.

**THE PHILLIP AND ELIZABETH FILMER
MEMORIAL CHARITABLE TRUST**

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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 | | | | |
| 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 | | | | |
| 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. | | | |
| 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 | | | | 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 | | | | |
| 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 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

☐ 4942(j)(3) or ☐ 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
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities.

[illegible]

- 3 Subtract line 2d from line 2c
- 3 Complete 3a, b, or c for the alternative test relied upon:
 - a "Assets" alternative test - enter:
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter:
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

Part XV **Supplementary Information** (Complete this part only if the 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:

MICHAEL GOELLNITZ, 734-930-2417
101 N MAIN STREET, ANN ARBOR, MI 48104

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

LETTER FORMAT

- c Any submission deadlines:**

NONE

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

FOR RESIDENTS OF OAKLAND COUNTY, MICHIGAN

**THE PHILLIP AND ELIZABETH FILMER
MEMORIAL CHARITABLE TRUST**

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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 | | | | |
| SCHEDULE ATTACHED PO BOX 75000 MC 9413 DETROIT, MI 48275-9413 | NONE | EXEMPT | SUPPORT | 386,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3a | 386,000. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3b | 0. |

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

| | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

LYNNE M. HUISMANN

John M. Heilmann

2/9/15

Firm's name ► **PLANTE & MORAN, PLLC**

Firm's EIN ► 38-1357951

Firm's address ▶ 2601 CAMBRIDGE CT., SUITE 500
AUBURN HILLS, MI 48326

Phone no. **248-375-7100**

Form **990-PF** (2012)

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 1 |
|-------------|-------|-----------|---|

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

| | | | |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 2 |
|-------------|----------------|-----------|---|

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

| | | | |
|--|-----------|-----------|---|
| | FOOTNOTES | STATEMENT | 3 |
|--|-----------|-----------|---|

REASON FOR AMENDMENT:

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

THIS RETURN IS BEING AMENDED TO REMOVE CONTRIBUTIONS 15,000.
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 |
|-------------|-----------------|-----------|---|

| 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 |
|-------------|-----------------|-----------|---|

| 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

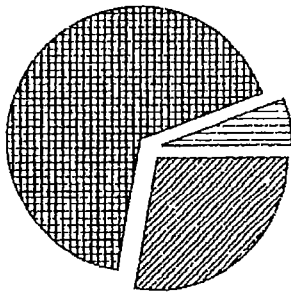
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Account Number

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Statement Period September 01, 2012 Through August 31, 2013

Investment Portfolio Summary



| | Tax Cost | Market Value | Percent |
|----------------------|---------------------|---------------------|---------------|
| CASH AND EQUIVALENTS | 320,362.63 | 320,962.63 | 5.5% |
| EQUITIES | 3,211,739.58 | 3,965,731.14 | 66.8% |
| FIXED INCOME | 1,589,304.86 | 1,604,774.07 | 27.7% |
| Total | 5,122,007.07 | 5,791,467.84 | 100.0% |

Investment Detail

| Description | Total Market/ Total Cost | Market Price/ Cost Price | Est Annual Inc / Unreal Gain / Loss | Current Yield |
|---------------------------------------|-----------------------------|-----------------------------|-------------------------------------|---------------|
| Cash And Equivalents | | | | |
| FEDERATED GOVERNMENT OBLIGATIONS FUND | 320,962.63 | 1.00 | 32.10 | 0.01 |
| CASH | 0.00 | 1.00 | | |
| * Total Cash And Equivalents | 320,962.63 | | 32.10 | 0.01 |

| Description | Ticker | Shares | Total Market/ Total Cost | Market Price/ Cost Price | Est Annual Inc / Unreal Gain / Loss | Current Yield |
|------------------------|--------|---------|-----------------------------|-----------------------------|-------------------------------------|---------------|
| Equities | | | | | | |
| AMERISOURCEBERGEN CORP | ABC | 750.000 | 42,690.00 | 56.92 | 630.00 | 1.48 |
| | | | 27,362.13 | 36.47 | 15,357.87 | |
| APPLE INC | AAPL | 300.000 | 146,164.00 | 487.22 | 3,660.00 | 2.50 |
| | | | 96,153.00 | 320.51 | 50,011.80 | |
| CATERPILLAR INC | CAT | 450.000 | 37,143.00 | 82.54 | 1,080.00 | 2.91 |
| | | | 29,077.47 | 64.62 | 8,065.53 | |
| CELGENE CORP | CELG | 500.000 | 66,950.00 | 139.98 | | |
| | | | 27,757.20 | 55.53 | 42,222.80 | |
| COACH INC | COH | 600.000 | 42,248.00 | 52.81 | 1,080.00 | 2.56 |
| | | | 54,609.96 | 68.32 | 12,411.96 | |

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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 |
|-------------------------------|--------|------------|--------------------------------|--------------------------------|---|------------------|
| Equities | | | | | | |
| 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 |
| CONCO PHILLIPS | 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 | 25 690 70 28 629 52 | 57 99 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 60 40 263 68 | 70 38 85 67 | 7,185 03- | |
| EXPEDITORS INTERNATIONAL | EXPD | 1 250 000 | 50 700 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 44 393 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 | GWV | 250 000 | 61 837 50 24,599 17 | 247 35 98 40 | 930 00 37 238 33 | 1 50 |
| HARBOR INTL FD | HAIX | 7,162 346 | 465 490 87 445 000 00 | 64 98 62 13 | 8,995 91 20 480 87 | 1 83 |
| HOLOGIC INC | HOLY | 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 50,095 50 | 21 98 23 17 | 2 295 00 3,046 50- | 4 09 |
| IBM CORP | IBM | 450 000 | 82 021 50 33 246 00 | 182 27 73 88 | 1 710 00 48,775 50 | 2 08 |
| ITC HLDGS CORP | ITC | 375 000 | 33 333 75 25 391 21 | 88 89 75 71 | 637 50 4,942 54 | 1 91 |
| JPMORGAN CHASE & CO | JPM | 1,000 000 | 50,500 00 38 259 40 | 50 53 38 29 | 1,520 00 12,240 60 | 3 01 |
| JOHNSON & JOHNSON | JNJ | 1 000 000 | 86 410 00 63,393 23 | 86 41 63 59 | 2,640 00 23 016 77 | 3 06 |
| MFS INTL NEW DISCOVERY I | MWNIX | 11,815 424 | 311 660 89 280,900 00 | 26 38 23 70 | 3,733 67 31 890 89 | 1 20 |
| MACYS INC | M | 850 000 | 37 765 70 31 534 42 | 44 43 37 57 | 850 00 5 031 08 | 2 25 |

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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 |
|--|--------|-----------|--------------------------------|--------------------------------|---|------------------|
| Equities | | | | | | |
| MICROSOFT CORP | MSFT | 2,550 000 | 83,510 00 77,694 96 | 33 10 29 32 | 2,438 00 19,825 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 63,535 82 | 72 16 71 04 | 1,872 00 1,008 18 | 2 08 |
| 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 | 50,982 80 60,246 81 | 83 21 88 60 | 1,740 00 264 01- | 2 90 |
| ORACLE CORPORATION | ORCL | 2,000 000 | 63,720 00 39,914 50 | 31 86 19 96 | 980 00 23,805 50 | 1 51 |
| OPPENHEIMER DEVELOPING MARKETS FUND-Y | ODVYX | 9,658 381 | 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 93 | 3,740 00 39,660 17 | 4 07 |
| PHILLIPS 66 | PSX | 525 000 | 29,977 50 14,673 41 | 57 10 27 65 | 656 25 15,302 09 | 2 19 |
| PRINCIPAL MIDCAP BLEND | PCBIX | 8,433 799 | 155,003 59 136,000 00 | 18 45 16 13 | 1,593 99 19,603 59 | 1 02 |
| QUALCOMM INC | QCOM | 575 000 | 38,111 00 37,605 00 | 66 28 65 40 | 805 00 506 00 | 2 11 |
| ROPER INDUS INC NEW | ROP | 400 000 | 49,180 00 26,637 64 | 123 70 66 59 | 264 00 22,042 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 39 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 56 | 462 00 20,601 17 | 0 76 |

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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 |
|--|--------|-------------|--------------------------------|--------------------------------|---|------------------|
| Equities | | | | | | |
| INVESTCO LTD | IVZ | 1,000 000 | 30,360 00 24,869 70 | 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 4 066 00 | 2 82 |
| * Total Equities | | | 3,865,731 14 3,211,739 58 | | 71,120 28 653,991 56 | 1 84 |
| Fixed Income | | | | | | |
| APPLE INC 1% 05/03/2018 | | 100 000 000 | 95,528 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 00 150,541 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 88 |
| PIMCO TOTAL RETURN FD INSTL | PTTRX | 14 015 512 | 148 265 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 | 103,509 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 MOTOR 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 | VFIJX | 13,680 047 | 142 135 69 150,000 00 | 10 39 10 36 | 3,488 41 7 864 31 | 2 45 |
| VANGUARD S/T CORPORATE FD-ADM | VFSUX | 14,351 264 | 152 840 96 150 000 00 | 10 65 10 45 | 2 939 41 2,840 96 | 1 96 |
| WAL-MART STORES INC NT 2 25% 07/08/2015 | | 100,000 000 | 102,955 00 102,747 00 | 102 96 102 75 | 2,250 00 208 00 | 2 19 |
| FIXED INCOME OPPORTUNITY FUND | | 17 404 401 | 160,851 22 176,328 86 | 10 39 10 13 | 7 264 44 4 524 36 | 4 02 |
| * Total Fixed Income | | | 1,604,774 07 1,589,304 86 | | 48,128 05 15,469 21 | 3 00 |
| Grand Total Assets | | | 5,791 467 84 5,122,007 07 | | 119,340 43 669,460 77 | 2 06 |

Comerica

FILMER MEMORIAL CHARITABLE TRUST
Contributions
9/1/2012 to 8/31/2013

| CHARITY | ADDRESS | AMOUNT | PURPOSE |
|---|---|-----------|--|
| Ann Arbor Hands on Museum | 220 E Ann St., Ann Arbor, MI 48104 | 5,000.00 | Discover science assistance fund |
| Arab 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 mentoring program |
| Children's Leukemia Foundation | 5455 Corporate Drive Suite 308, Troy, MI 48068 | 10,000.00 | Patient services program |
| Common House | | 10,000.00 | 2013 business symposium & 2014 bulletproof success |
| Community Sharing | P.O. Box 405 2029 N. Milford Rd Highland, MI 48357 | 7,500.00 | Food pantry |
| Cranbrook Schools Horizon | 39221 Woodward, Bloomfield Hills, MI 48304 | 10,000.00 | Upward bound program |
| Crossroad for Youth | 930 East Drahtner, P.O. Box 9, Oxford, MI 48371 | 10,000.00 | Main & South campus learning center |
| Crossroads Pregnancy Center | 3205 South Blvd., Auburn Hills, MI 48328 | 2,500.00 | Sexual health and relationship education |
| Detroit Zoological Society | 8450 W 10 Mile Rd., Royal Oak, MI 48067 | 5,000.00 | Support a day at the zoo program |
| Everest Academy | 5935 Clarkson Road Clarkston, MI 48348 | 5,000.00 | Science olympiad materials |
| Ferndale Middle School | 725 Pinecrest, Ferndale MI 48220 | 2,000.00 | 7th grade camp outing |
| Forgotten Harvest | 21800 Greenfield Rd., Oak Park, MI 48237 | 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 |
| Jail & 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 #540, 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 Beaumont 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 | 3990 W Grand Blvd., Ste 231, Detroit, MI 48226 | 10,000.00 | Support children in 3 Oakland city schools |
| Project Night Night | 148 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 48238 | 10,000.00 | Walk with me program |
| Special Olympics Michigan | Central Michigan University Mount Pleasant, MI 48859 | 2,500.00 | Oakland county participants with intellectual disabilities |
| Society of St. Vincent de Paul | 3000 Gratiot Ave. Detroit, MI 48207 | 15,000.00 | Debit card program for Oakland county residents |
| South Oakland Shelter | 18505 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 | 1109 Geddas 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