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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning **NOV 1, 2012**, and ending **OCT 31, 2013**

Name of foundation JAMES AND LYNELLE HOLDEN FUND		A Employer identification number 38-6052154
Number and street (or P.O. box number if mail is not delivered to street address) 802 EAST BIG BEAVER ROAD	Room/suite	B Telephone number 248-689-5252
City or town, state, and ZIP code TROY, MI 48083		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation - <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,031,899	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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	17,509.	17,509.		STATEMENT 1
	4 Dividends and interest from securities	43,179.	43,179.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	80,588.			
	b Gross sales price for all assets on line 6a 496,012.				
	7 Capital gain net income (from Part IV, line 2)		80,588.		
	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	141,276.	141,276.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	47,850.	33,495.		14,355.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,785.	892.		893.
	c Other professional fees STMT 4	51,111.	36,816.		14,295.
	17 Interest				
	18 Taxes STMT 5	4,668.	2,964.		1,098.
	19 Depreciation and depletion				
	20 Occupancy	8,400.	4,200.		4,200.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 6	3,830.	1,914.		1,916.	
24 Total operating and administrative expenses. Add lines 13 through 23	117,644.	80,281.		36,757.	
25 Contributions, gifts, grants paid	151,000.			151,000.	
26 Total expenses and disbursements. Add lines 24 and 25	268,644.	80,281.		187,757.	
27 Subtract line 26 from line 12	-127,368.				
a Excess of revenue over expenses and disbursements		60,995.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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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	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	64,898.	114,684.	114,684.	
	3 Accounts receivable ▶ 4,295.				
	Less: allowance for doubtful accounts ▶	4,337.	4,295.	4,295.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		783.	783.	
	10a Investments - U S and state government obligations				
	b Investments - corporate stock STMT 7	435,703.	426,013.	741,202.	
	c Investments - corporate bonds STMT 8	344,582.	342,495.	356,716.	
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	751,369.	586,639.	814,219.	
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	1,600,889.	1,474,909.	2,031,899.	
	17 Accounts payable and accrued expenses	1,175.	1,174.		
	18 Grants payable				
Net Assets or Fund Balances	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)	1,175.	1,174.		
	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	1,599,714.	1,473,735.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
	30 Total net assets or fund balances	1,599,714.	1,473,735.		
	31 Total liabilities and net assets/fund balances	1,600,889.	1,474,909.		

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	1,599,714.
2 Enter amount from Part I, line 27a	2	-127,368.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	1,389.
4 Add lines 1, 2, and 3	4	1,473,735.
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	1,473,735.

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 TRADED SECURITIES	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 496,012.		415,424.	80,588.
b			
c			
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			80,588.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	80,588.
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	188,128.	2,038,312.	.092296
2010	184,333.	2,255,642.	.081721
2009	189,990.	2,192,605.	.086650
2008	161,769.	2,066,563.	.078279
2007	188,990.	3,221,001.	.058674

2 Total of line 1, column (d)	2	.397620
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	.079524
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,961,289.
5 Multiply line 4 by line 3	5	155,970.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	610.
7 Add lines 5 and 6	7	156,580.
8 Enter qualifying distributions from Part XII, line 4	8	187,757.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	610.
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	610.
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	610.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,389.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,389.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	779.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
1c 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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?		N/A
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) <input type="checkbox"/> 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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of DANIEL T LIS Telephone no 248-689-5252 Located at 802 EAST BIG BEAVER ROAD, TROY, MI ZIP+4 48083			
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 N/A	15		
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 N/A	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years N/A		
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 N/A		
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

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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? ☐ Yes ☒ No

6b

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

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		95,500.	0.	0.

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

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

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

▶ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	1,853,332.
b	Average of monthly cash balances	1b	137,824.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,991,156.
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	1,991,156.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,867.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,961,289.
6	Minimum investment return. Enter 5% of line 5	6	98,064.

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	98,064.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	610.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	610.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,454.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	97,454.
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	97,454.

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	187,757.
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	187,757.
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	610.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	187,147.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				97,454.
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	28,734.			
b From 2008	58,441.			
c From 2009	80,360.			
d From 2010	71,551.			
e From 2011	86,212.			
f Total of lines 3a through e	325,298.			
4 Qualifying distributions for 2012 from Part XII, line 4. \blacktriangleright \$ 187,757.				
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				97,454.
e Remaining amount distributed out of corpus	90,303.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	415,601.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions.		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				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	28,734.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	386,867.			
10 Analysis of line 9:				
a Excess from 2008	58,441.			
b Excess from 2009	80,360.			
c Excess from 2010	71,551.			
d Excess from 2011	86,212.			
e Excess from 2012	90,303.			

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)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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. 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

SEE STATEMENT 11

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN RED CROSS SE MICHIGAN CHAPTER P. O. BOX 44110 DETROIT, MI 48244-0110	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
COTS 26 PETERBORO DETROIT, MI 48201-2757	NONE	PUBLIC	GENERAL OPERATIONS	4,000.
DETROIT ZOOLOGICAL SOCIETY P. O. BOX 8237 ROYAL OAK, MI 48088	NONE	PUBLIC	GENERAL OPERATIONS	25,000.
MICHIGAN STATE UNIVERSITY-HOLDEN HALL 300 SPARTAN WAY EAST LANSING, MI 48824	NONE	PUBLIC	GENERAL OPERATIONS	25,000.
OLD NEWSBOYS GOODFELLOW FUND P. O. BOX 44444 DETROIT, MI 48244-0444	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
Total			SEE CONTINUATION SHEET(S)	151,000.
b Approved for future payment				
WAYNE STATE UNIVERSITY-MEDICAL SCHOOL, DUE DECEMBER 2013 5475 WOODWARD AVENUE DETROIT, MI 48202	NONE	PUBLIC	GENERAL OPERATIONS	25,000.
WAYNE STATE UNIVERSITY-MEDICAL SCHOOL, DUE DECEMBER 2014 5475 WOODWARD AVENUE DETROIT, MI 48202	NONE	PUBLIC	GENERAL OPERATIONS	25,000.
Total				50,000.

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			14	17,509.		
4 Dividends and interest from securities			14	43,179.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	80,588.		
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.		141,276.		0.
13 Total. Add line 12, columns (b), (d), and (e)				13		141,276.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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.

Signature of officer or trustee

Date _____

► PRESIDENT

Title

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

<input checked="checked" type="checkbox"/> X	Yes	<input type="checkbox"/>	No
---	------------	--------------------------	-----------

**Paid
Preparer
Use Only**

Print/Type preparer's name
MICHAEL J.
PREDHOMME

Preparer's signature

Date	
------	--

Check ☐ self-employed

PTIN

P00011558

Firm's name ► PREDHOMME & CO.

Firm's EIN ▶ 38-2622899

Firm's address ► 260 E. BROWN STREET, SUITE 320
BIRMINGHAM, MI 48009

Phone no (248) 540-1040

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WAYNE STATE UNIVERSITY-MEDICAL SCHOOL 5475 WOODWARD AVENUE DETROIT, MI 48202	NONE	PUBLIC	GENERAL OPERATIONS	25,000.
CHRIST CHILD HOUSE 15751 JOY ROAD DETROIT, MI 48228	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201	NONE	PUBLIC	GENERAL OPERATIONS	2,500.
FURNITURE BANK OF SOUTHEAST MICHIGAN 333 NORTH PERRY STREET PONTIAC, MI 48342	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
HAVEN P. O. BOX 431045 PONTIAC, MI 49343	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
THAW-THE HEAT AND WARMTH FUND 607 SHELBY, #400 DETROIT, MI 48226	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
COVENANT HOUSE MICHIGAN 2959 MARTIN LUTHER KING JR BLVD DETROIT, MI 48208	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT, MI 48202	NONE	PUBLIC	GENERAL OPERATIONS	2,500.
DETROIT PUBLIC TV 1 CLOVER COURT WIXOM, MI 48393	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226	NONE	PUBLIC	GENERAL OPERATIONS	2,500.
Total from continuation sheets				93,000.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MUSIC HALL 350 MADISON AVE DETROIT, MI 48226	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
SPAULDING FOR CHILDREN 16250 NORTHLAND DR, #120 SOUTHFIELD, MI 48075	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
THE FOWLER CENTER 2315 HARMON LAKE RD MAYVILLE, MI 48744	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
THE GREENING OF DETROIT 1418 MICHIGAN AVE DETROIT, MI 48216	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
THE HENRY FORD 20900 OAKWOOD BLVD DEARBORN, MI 48124	NONE	PUBLIC	GENERAL OPERATIONS	2,500.
CROSSROADS FOR YOUTH BOX 9, 930 E DRAHNER RD OXFORD, MI 48371	NONE		GENERAL OPERATIONS	2,000.
DETROIT INSTITUTE FOR CHILDREN 5447 WOODWARD AVE DETROIT, MI 48202	NONE		GENERAL OPERATIONS	2,000.
LEARNING ALLY, INC 20 ROSZEL ROAD PRINCETON, NJ 08540	NONE		GENERAL OPERATIONS	2,000.
MARYGROVE COLLEGE INSTITUTE MUSIC AND DANCE 8425 WEST MC NICHOLS RD DETROIT, MI 48221	NONE		GENERAL OPERATIONS	2,000.
GIRL SCOUTS SOUTHEAST MICHIGAN 3011 WEST GRAND BLVD, #500 DETROIT, MI 48202	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PENRICKTON CENTER FOR BLIND CHILDREN 26530 EUREKA ROAD TAYLOR, MI 48180	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
SPECIAL OLYMPICS, MICHIGAN CENTRAL MICHIGAN UNIVERSITY MT PLEASANT, MI 48859	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
STARFISH FAMILY SERVICE 30000 HIVELEY ROAD INKSTER, MI 48141	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
URBAN NEIGHBORHOOD INITIATIVES 8300 LONGWORTH ST DETROIT, MI 48209	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
VISTA MARIA 20651 WEST WARREN AVE DEARBORN HEIGHTS, MI 48127	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
YMCA CAMPING SERVICES 7300 HICKORY RIDGE HOLLY, MI 48442	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
ALTERNATIVES FOR GIRLS 903 W GRAND BLVD DETROIT, MI 48208	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
CAPUCHIN SOUP KITCHEN 1820 MT ELLIOT ST DETROIT, MI 48207	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
ENNIS CENTER FOR CHILDREN 129 E THIRD ST FLINT, MI 48502	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
FORGOTTEN HARVEST 21800 GREENFIELD ROAD OAK PARK, MI 48237	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFIT ST DETROIT, MI 48207	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
GREAT LAKES FIELD SERVICE COUNCIL, BOY SCOUTS OF AMERICA 1776 WEST WARREN DETROIT, MI 48208	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
LUTHERAN CHILD AND FAMILY SERVICE 6019 WEST SIDE SAGINAW ROAD BAY CITY, MI 48707	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
THE SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
GOODWILL INDUSTRIES FOUNDATION 3111 GRAND RIVER DETROIT, MI 48208	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
INTEREST INCOME	17,509.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17,509.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	43,179.	0.	43,179.
TOTAL TO FM 990-PF, PART I, LN 4	43,179.	0.	43,179.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,785.	892.		893.
TO FORM 990-PF, PG 1, LN 16B	1,785.	892.		893.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,461.	3,461.		0.
TRUSTEE FEES	8,750.	6,125.		2,625.
PROFESSIONAL FEES	38,900.	27,230.		11,670.
TO FORM 990-PF, PG 1, LN 16C	51,111.	36,816.		14,295.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-MICHIGAN ANNUAL REPORT	20.	20.		0.
TAXES-PAYROLL	3,660.	2,562.		1,098.
TAXES-FOREIGN	382.	382.		0.
TAXES-FEDERAL EXCISE	606.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,668.	2,964.		1,098.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,834.	917.		917.
OFFICE SUPPLIES	931.	465.		466.
TELEPHONE	667.	333.		334.
TRUSTEE MEETINGS	398.	199.		199.
TO FORM 990-PF, PG 1, LN 23	3,830.	1,914.		1,916.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK-LIST ATTACHED	356,081.	662,448.
OTHER EQUITIES-LIST ATTACHED	69,932.	78,754.
TOTAL TO FORM 990-PF, PART II, LINE 10B	426,013.	741,202.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BONDS-LIST ATTACHED	342,495.	356,716.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	342,495.	356,716.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-LIST ATTACHED	COST	586,639.	814,219.
TOTAL TO FORM 990-PF, PART II, LINE 13		586,639.	814,219.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD J MILLER 802 EAST BIG BEAVER ROAD TROY, MI 48083	PRESIDENT, TRUSTEE 11.00	39,450.	0.	0.
HERBERT E WESTON 802 EAST BIG BEAVER ROAD TROY, MI 48083	VICE PRES/TREAS/TRUSTEE THRU JAN 2013 16.00	6,400.	0.	0.
INGRID O VERNIER 802 EAST BIG BEAVER ROAD TROY, MI 48083	SECRETARY 12.00	14,400.	0.	0.
DANIEL T LIS 802 EAST BIG BEAVER ROAD TROY, MI 48083	V.PRES/TREAS/TRUSTEE AS OF FEB 2013 5.00	23,100.	0.	0.
WILLIAM BUCKLEY 802 EAST BIG BEAVER ROAD TROY, MI 48083	TRUSTEE 2.00	12,150.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		95,500.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 11
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DONALD J MILLER, PRESIDENT
802 EAST BIG BEAVER ROAD
TROY, MI 48083

TELEPHONE NUMBER

248-689-5252

FORM AND CONTENT OF APPLICATIONS

APPLICANTS FOR GRANTS SHOULD SUBMIT REQUESTS IN LETTER OR PROPOSAL FORM
SPECIFYING THE PROPOSED USE OF GRANT FUNDS AND THE BENEFIT TO BE DERIVED

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2013
FORM 990-PF 38-6052154

BALANCE SHEET - ASSETS PART II

	<u>Cost</u>	<u>Market Value</u>
Cash		
Money Markets	\$ 114,684	\$ 114,684
Line 2	\$ 114,684	\$ 114,684
Prepays		
Federal Excise Tax Line 9	\$ 783	\$ 783
Accrued Interest Receivable Line 3	4,295	4,295
	\$ 5,078	\$ 5,078
	 \$ 119,762	 \$ 119,762
Investments - Corporate Stock		
605 sh Accenture Ltd Cl A	\$ 18,442	\$ 44,467
650 sh Anadarko Petroleum Corp	34,625	61,939
170 sh Apple, Inc.	15,305	88,859
1,400 sh Colgate Palmolive	46,164	90,622
2,000 sh Corning, Inc.	29,893	34,180
1,200 sh Intel Corp.	15,574	29,364
800 sh Johnson & Johnson	39,381	74,088
520 sh J P Morgan Chase	25,100	26,801
500 sh McDonalds	27,807	48,260
530 sh Nestle SA Spon. ADR	29,972	38,377
540 sh Novartis AG Spon. ADR	29,937	41,877
1,370 sh Oracle Corp	28,294	45,895
355 sh United Technologies	15,587	37,719
	\$ 356,081	\$ 662,448
Other Equities		
1,855 sh ISHARES MSCI Emerging Mkt Indes	69,932	78,754
	\$ 69,932	\$ 78,754
Line 10b	\$ 426,013	\$ 741,202

YEAR ENDED OCTOBER 31, 2013
FORM 990-PF 38-6052154

Investments - Corporate Bonds

			Cost	Mkt. Value
5,000 A T & T	5.800%	02/15/19	\$ 4,954	\$ 5,805
10,000 Alabama Power	5.125%	02/15/19	10,452	11,428
20,000 America West	8.057%	07/07/20	7,124	8,046
10,000 Anheuser Busch	4.500%	04/01/18	9,976	9,450
10,000 Bank of America	5.000%	05/13/21	11,414	11,003
5,000 Bank of America	5.700%	01/24/22	5,784	5,740
5,000 Bank of NY	5.500%	12/01/17	4,923	5,723
10,000 Bank of NY	4.600%	01/15/20	10,137	11,069
5,000 Berkshire Hathaway	3.000%	02/11/23	4,975	4,884
5,000 Boeing	6.000%	03/15/19	5,010	5,958
15,000 Boeing	4.875%	02/15/20	16,135	17,092
10,000 Bottling Group	5.125%	01/15/19	10,552	11,433
15,000 Caterpillar Finl	2.625%	03/01/23	14,962	13,982
15,000 Citigroup	4.500%	11/04/22	15,717	16,012
5,000 Conoco Phillips	5.750%	02/01/19	5,053	5,876
10,000 Danaher Corp.	5.400%	03/01/19	10,357	11,582
5,000 DuPont De Nemours	5.750%	03/15/19	4,912	5,826
5,000 DuPont De Nemours	4.625%	01/15/20	4,988	5,526
5,000 DuPont De Nemours	2.800%	02/15/23	4,998	4,739
5,000 EOG Resources	6.875%	10/01/18	5,553	6,149
5,000 Ford Motor Credit	4.250%	09/20/22	5,179	5,144
5,000 General Dynamics	2.250%	11/15/22	4,792	4,577
5,000 General Electric Cap	3.150%	09/07/22	5,120	4,896
5,000 Georgia Power	4.250%	12/01/19	5,197	5,522
15,000 Intl Lease Fincl	5.875%	08/15/22	15,000	15,450
10,000 J.P. Morgan Chase	4.400%	07/22/20	9,814	10,799
5,000 Lubrizol Corp	8.875%	02/01/19	5,082	6,639
10,000 Martin Marietta	6.600%	04/15/18	10,454	11,300
20,000 Medtronic	4.450%	03/15/20	21,381	22,127
15,000 Morgan Stanley	3.750%	02/25/23	15,620	14,810
5,000 Nucor Corp.	5.850%	06/01/18	5,257	5,740
5,000 PNC Funding	4.375%	08/11/20	5,137	5,433
10,000 Perkinelmer	5.000%	11/15/21	11,189	10,410
5,000 QWEST	6.750%	12/01/21	5,800	5,456
15,000 UAL, Inc.	10.400%	11/01/16	9,095	7,840
20,000 U. S. Airways	8.360%	01/20/19	4,427	4,799
5,000 United Tech	6.125%	02/01/19	5,379	5,996
15,000 WalMart Stores	3.625%	07/08/20	15,011	15,961
5,000 Weatherford Intl	9.625%	03/01/19	5,367	6,380
10,000 Weatherford Intl	4.500%	04/15/22	10,218	10,114

Line 10c

\$ 342,495 \$ 356,716

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2013
FORM 990-PF 38-6052154

Other Investments

	<u>Cost</u>	<u>Market Value</u>
13,284 sh American Century Equity Income	84,967	119,559
1,812 sh Am Fund Growth Fd of Am	53,429	78,532
6,250 sh Columbia Marsico Growth Fund	112,898	169,186
1,355 sh Harbor International Fund	77,697	94,730
3,188 sh JanusTriton	54,390	72,203
740 sh Mainstay Marketfield	12,005	13,281
5,290 sh Sun America Focused	57,105	92,366
1,565 sh T Rowe Price Horizons	54,133	72,165
1,591 sh Vanguard Windsor II Admiral	<u>80,015</u>	<u>102,197</u>
Line 13	<u>\$ 586,639</u>	<u>\$ 814,219</u>
TOTAL ASSETS	<u>\$ 1,474,909</u>	<u>\$ 2,031,899</u>