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.

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning DEC 1, 2012 **, and ending** NOV 30, 2013

Name of foundation
THE W.J. AND LILLIAN KEMLER FOUNDATION
MARGARET SAVAGE, PRESIDENT

A Employer identification number 38-3384888

Number and street (or P O box number if mail is not delivered to street address): 39300 W. TWELVE MILE ROAD — Room/suite: 100

B Telephone number (248)579-1100

City or town, state, and ZIP code: FARMINGTON HILLS, MI 48331-2989

C If exemption application is pending check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,206,483.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21.	21.		STATEMENT 1
	4 Dividends and interest from securities	37,556.	37,556.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,944.			
	b Gross sales price for all assets on line 6a 226,638.				
	7 Capital gain net income (from Part IV, line 2)		23,944.		
	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	61,521.	61,521.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		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 3	2.	2.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	17,773.	16,746.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	17,775.	16,748.		0.
	25 Contributions, gifts, grants paid	91,251.			91,251.
	26 **Total expenses and disbursements** Add lines 24 and 25	109,026.	16,748.		91,251.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-47,505.			
	b **Net investment income** (if negative, enter -0-)		44,773.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	67,892.	39,728.	39,728.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock STMT 5	969,649.	929,507.	1,146,661.
	c	Investments - corporate bonds STMT 6	0.	20,838.	20,094.
	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)	1,037,541.	990,073.	1,206,483.
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 ▶ STATEMENT 7)	0.	37.	
	23	**Total liabilities** (add lines 17 through 22)	0.	37.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	1,558,812.	1,558,812.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-521,271.	-568,776.	
	30	**Total net assets or fund balances**	1,037,541.	990,036.	
	31	**Total liabilities and net assets/fund balances**	1,037,541.	990,073.	

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	1,037,541.
2	Enter amount from Part I, line 27a	2	-47,505.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	990,036.
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	990,036.

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	MERRILL LYNCH 04M04 - SEE ATTACHED		12/01/12	11/30/13
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	226,638.		202,694.	23,944.
b				
c				
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				23,944.
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 23,944.

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	74,449.	1,060,664.	.070191
2010	118,088.	1,130,003.	.104502
2009	58,986.	1,101,140.	.053568
2008	74,605.	1,003,583.	.074339
2007	99,746.	1,587,101.	.062848

2	**Total** of line 1, column (d)	2	.365448
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	.073090
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,098,742.
5	Multiply line 4 by line 3	5	80,307.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	448.
7	Add lines 5 and 6	7	80,755.
8	Enter qualifying distributions from Part XII, line 4	8	91,251.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	448.
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	448.
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	448.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,600.		
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	1,600.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,152.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,152. **Refunded** ▶			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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ REHMANN ROBSON Telephone no. ▶ (248) 579-1100
Located at ▶ 39300 W. TWELVE MILE ROAD, SUITE 100, FARMINGTON ZIP+4 ▶ 48331-2989

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

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

			Yes	No
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? 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?		6b		X
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?	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
MARGARET SAVAGE 39300 W. TWELVE MILE RD, STE 100 FARMINGTON HILLS, MI 48331	PRESIDENT 5.00	0.	0.	0.
JAMES SAVAGE 39300 W. TWELVE MILE RD, STE 100 FARMINGTON HILLS, MI 48331	DIRECTOR 1.00	0.	0.	0.
CAROLYN MCCARREN 39300 W. TWELVE MILE RD, STE 100 FARMINGTON HILLS, MI 48331	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 8	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,074,930.
b	Average of monthly cash balances	1b	40,544.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,115,474.
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	1,115,474.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,732.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,098,742.
6	**Minimum investment return** Enter 5% of line 5	6	54,937.

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	54,937.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 448.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	448.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,489.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	54,489.
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	54,489.

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	91,251.
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	91,251.
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	448.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	90,803.

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					54,489.
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	32,072.				
e From 2011	24,612.				
f Total of lines 3a through e		56,684.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 91,251.					
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					54,489.
e Remaining amount distributed out of corpus		36,762.			
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		93,446.			
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		93,446.			
10 Analysis of line 9.					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	32,072.				
d Excess from 2011	24,612.				
e Excess from 2012	36,762.				

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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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.

MARGARET SAVAGE, PRESIDENT, 248-579-1100
5328 MIRROR LAKE COURT, WEST BLOOMFIELD, MI 48323

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

WRITTEN DESCRIPTION OF CHARITY AND ITS SPECIFIC FUNDING NEED.

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

NONE

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*				
AUXILIARY FOR JEWISH SENIOR LIFE - WALK OF AGES 6710 WEST MAPLE ROAD WEST BLOOMFIELD, MI 48322	NONE	PUBLIC CHARITY	UNRESTRICTED USE	10,000.
MICHIGAN HISTORIC FOUNDATION PO BOX 17035 LANSING, MI 48901	NONE	PUBLIC CHARITY	UNRESTRICTED USE	15,000.
OAKLAND UNIVERSITY GIFTING ACCOUNT 2200 NORTH SQUIRREL ROAD ROCHESTER, MI 48309	NONE	COLLEGE	UNRESTRICTED USE	26,500.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 49109	NONE	UNIVERSITY	MICHIGAN RADIO	5,000.
CORPORATE ACCOUNTABILITY INTERNATIONAL 10 MILE STREET, SUITE 610 BOSTON, MA 02108	NONE	PUBLIC CHARITY	UNRESTRICTED USE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	91,251.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	21.	
4 Dividends and interest from securities			14	37,556.	
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	23,944.	
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.		61,521.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 61,521.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Margaret K. Savage — Signature of officer or trustee | Date | PRESIDENT — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LARRY SLUTSKY, CPA/PFS, CFP	LARRY SLUTSKY, CP	02/17/14		P00104020

Firm's name ▶ REHMANN ROBSON LLC — Firm's EIN ▶ 38-3635706

Firm's address ▶ 39300 W TWELVE MILE RD SUITE 100
FARMINGTON HILLS, MI 48331-2989 — Phone no. 248-579-1100

223622
12-05-12

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
EBENEZER AFRICAN METHODIST EPISCOPAL CHURCH 5151 W. CHICAGO BOULEVARD DETROIT, MI 48204	NONE	CHURCH	MENTORING PROGRAM - "BUY A BOX TO BOOST THE BOYS"	1,500.
ALMA PUBLIC SCHOOLS 1500 NORTH PINE AVENUE ALMA, MI 48801	NONE	SCHOOL	FOR THE PURCHASE OF IPADS FOR STUDENTS TO USE FOR ACADEMICS.	16,251.
THE HEAT & WARMTH FUND 607 SHELBY STREET, SUITE 400 DETROIT, MI 48226	NONE	PUBLIC CHARITY	UNRESTRICTED USE	5,000.
ROSEDALE COMMUNITY PLAYERS 26313 GRAND RIVER AVENUE REDFORD, MI 48240	NONE	PUBLIC CHARITY	UNRESTRICTED USE	2,000.
Total from continuation sheets				24,751.

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

SOURCE	AMOUNT
MERRILL LYNCH 4267	7.
MERRILL LYNCH 4M04	14.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	21.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH 4M04	37,556.	0.	37,556.
TOTAL TO FM 990-PF, PART I, LN 4	37,556.	0.	37,556.

FORM 990-PF TAXES STATEMENT 3

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

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	16,742.	16,742.		0.
INVESTMENT EXPENSE	4.	4.		0.
LICENSE AND PERMITS	20.	0.		0.
FEDERAL TAX PAYMENTS	1,007.	0.		0.
TO FORM 990-PF, PG 1, LN 23	17,773.	16,746.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	929,507.	1,146,661.
TOTAL TO FORM 990-PF, PART II, LINE 10B	929,507.	1,146,661.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	20,838.	20,094.
TOTAL TO FORM 990-PF, PART II, LINE 10C	20,838.	20,094.

FORM 990-PF OTHER LIABILITIES STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYABLE TO LILLIAN KEMLER CHARITABLE REMAINDER TRUST	0.	37.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	37.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 8

ACTIVITY ONE

THE FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSES SOLELY THROUGH A PROGRAM OF MAKING CHARITABLE GIFTS AND GRANTS AND DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES OR PROGRAMS

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	0.

The W.J. & Lillian Kemler Foundation							
Realized Gains & Losses							
For the Fiscal Year Ended 11/30/2013							
Security Description	Purchase Date	Sales Date	Quantity	Basis	Proceeds	ShortTerm Gain/(Loss)	LongTerm Gain/(Loss)
MICROSOFT CORP	11/9/2009	12/10/2012	35 00	1,007.54	937 49		(70 05)
MICROSOFT CORP	11/10/2009	12/10/2012	63 00	1,829.51	1,687 50		(142 01)
MICROSOFT CORP	10/10/2012	12/10/2012	11 00	306 41	294 60	(11 81)	
UDR INC	10/10/2012	12/10/2012	156 00	3,802 78	3,578 12	(224 66)	
UDR INC	10/10/2012	12/11/2012	232 00	5,655 42	5,307 81	(347 61)	
UDR INC.	10/10/2012	12/12/2012	210 00	5,119 13	4,787 53	(331 60)	
UDR INC	10/10/2012	12/13/2012	114 00	2,778 95	2,591 57	(187 38)	
UDR INC	10/10/2012	12/14/2012	47 00	1,145 71	1,063 54	(82 17)	
UDR INC	10/10/2012	12/17/2012	108 00	2,632 69	2,457 89	(174 80)	
UDR INC	10/10/2012	12/18/2012	104 00	2,535 19	2,395 94	(139 25)	
UDR INC	10/10/2012	12/19/2012	91 00	2,218 29	2,106 00	(112 29)	
CISCO SYSTEMS INC COM	10/10/2012	1/31/2013	375 00	6,895 00	7,724 00	829 00	-
MICROSOFT CORP	10/10/2012	1/31/2013	18.00	522.00	495 00	(27 00)	-
MICROSOFT CORP	9/2/2011	1/31/2013	2 00	52 00	55 00	-	3 00
MICROSOFT CORP	5/16/2011	1/31/2013	121 00	3,000 00	3,327 00	-	327 00
MICROSOFT CORP	7/16/2010	1/31/2013	72 00	1,802 00	1,980.00	-	178 00
MICROSOFT CORP	7/12/2010	1/31/2013	48 00	1,189 00	1,320 00	-	131 00
MICROSOFT CORP	11/22/2009	1/31/2013	11 00	306 00	302 00	-	(4 00)
ALBEMARLE CORP COM	10/10/2012	2/5/2013	74 00	3,842 00	4,609 00	767 00	-
ALBEMARLE CORP COM	10/3/2012	2/5/2013	14 00	744 00	872.00	128 00	-
BERKSHIRE HATHAWAYINC	10/10/2012	2/5/2013	9 00	800 00	880 00	80 00	-
BLACKROCK INC	12/11/2012	2/5/2013	10 00	1,982 00	2,390 00	408 00	-
BLACKROCK INC	12/10/2012	2/5/2013	11 00	2,150.00	2,629 00	479 00	-
BRISTOL-MYERS SQUIBB CO	8/9/2010	2/5/2013	39 00	1,032 00	1,427 00	-	395 00
CINN FINCL CRP OHIO	10/10/2012	2/5/2013	43 00	1,658 00	1,873 00	215 00	-
FEDERATED INVESTRS B	10/10/2012	2/5/2013	116 00	2,398 00	2,752 00	354 00	-
HERSHEY COMPANY	10/10/2012	2/5/2013	21 00	1,487 00	1,679 00	192 00	-
LOWE'S COMPANIES INC	10/10/2012	2/5/2013	135 00	4,198 00	5,174 00	976 00	-
PFIZER INC	4/23/2008	2/5/2013	49 00	975 00	1,346 00	-	371 00
HERSHEY COMPANY	10/10/2012	2/20/2013	62 00	4,389 00	5,041 00	652 00	-
PAYCHEX INC	10/10/2012	2/20/2013	38 00	1,245 00	1,284.00	39 00	-
WAL-MART STORES INC	10/10/2012	2/20/2013	96 00	7,256 00	6,658 00	(598 00)	-
WAL-MART STORES INC	6/20/2008	2/20/2013	38 00	2,160 00	2,636 00	-	476 00
HERSHEY COMPANY	10/10/2012	2/21/2013	101 00	7,149 00	8,111 00	962 00	-
HERSHEY COMPANY	10/10/2012	2/22/2013	6 00	425 00	482.00	57 00	-
BERKSHIRE HATHAWAYINC	10/10/2012	4/26/2013	155 00	13,776 00	16,624 00	2,848 00	-
PAYCHEX INC	10/10/2012	4/26/2013	103 00	3,374 00	3,709 00	335 00	-
BERKSHIRE HATHAWAYINC	10/10/2012	4/29/2013	95 00	8,443 00	10,150 00	1,707 00	-
PAYCHEX INC	10/10/2012	4/29/2013	6 00	197 00	215 00	18 00	-
BERKSHIRE HATHAWAYINC	2/20/2013	4/30/2013	13 00	1,314 00	1,379 00	65 00	-
BERKSHIRE HATHAWAYINC	10/10/2012	4/30/2013	31 00	2,755 00	3,287 00	532 00	-
HATTERAS FINL CORP	10/10/2012	5/17/2013	68.00	1,834 00	1,814 00	(20 00)	-
HERSHEY COMPANY	10/10/2012	5/17/2013	59 00	4,176 00	5,290 00	1,114 00	-
WAL-MART STORES INC	10/10/2012	5/17/2013	206 00	15,571 00	16,001 00	430 00	-
HATTERAS FINL CORP	10/10/2012	5/20/2013	84 00	2,266 00	2,219 00	(47 00)	-
HERSHEY COMPANY	10/10/2012	5/20/2013	58 00	4,106 00	5,178 00	1,072 00	-
HERSHEY COMPANY	10/10/2012	5/21/2013	58 00	4,106 00	5,135 00	1,029 00	-
DOMINION RES INC NEW VA	6/16/2008	7/23/2013	10 00	464 00	599 00	-	135 00
HATTERAS FINL CORP	10/10/2012	7/23/2013	11 00	297 00	251 00	(46 00)	-
LORILLARD INC	9/19/2011	7/23/2013	26.00	966 00	1,148 00	-	182 00
LORILLARD INC	6/4/2010	7/23/2013	24 00	577 00	1,060 00	-	483 00
DOMINION RES INC NEW VA	10/10/2012	7/24/2013	24 00	1,276 00	1,414 00	138 00	-
DOMINION RES INC NEW VA	9/5/2012	7/24/2013	1 00	53 00	59 00	6 00	-
DOMINION RES INC NEW VA	7/9/2009	7/24/2013	41 00	1,338 00	2,416 00	-	1,078 00
DOMINION RES INC NEW VA	6/16/2008	7/24/2013	21 00	975 00	1,238 00	-	263 00
HATTERAS FINL CORP	10/10/2012	7/24/2013	120 00	3,237 00	2,449.00	(788 00)	-
LORILLARD INC	10/10/2012	7/24/2013	16 00	615 00	705 00	90 00	-
LORILLARD INC	9/19/2011	7/24/2013	16 00	594 00	705 00	-	111.00
NEWMARKET CORP	10/10/2012	7/24/2013	1 00	239 00	275 00	36 00	-
DOMINION RES INC NEW VA	10/10/2012	7/25/2013	83 00	4,414.00	4,917 00	503 00	-
NEWMARKET CORP	10/10/2012	7/25/2013	1 00	239 00	276 00	37 00	-
DOMINION RES INC NEW VA	10/10/2012	7/26/2013	57 00	3,031 00	3,360 00	329 00	-
NEWMARKET CORP	10/10/2012	7/26/2013	1 00	239 00	275 00	36 00	-

The W.J. & Lillian Kemler Foundation
Realized Gains & Losses
For the Fiscal Year Ended 11/30/2013

Security Description	Purchase Date	Sales Date	Quantity	Basis	Proceeds	ShortTerm Gain/(Loss)	LongTerm Gain/(Loss)
NEWMARKET CORP	10/10/2012	7/29/2013	2 00	478 00	541 00	63 00	-
NEWMARKET CORP	10/10/2012	7/30/2013	1 00	239 00	272 00	33 00	-
NEWMARKET CORP	10/10/2012	7/31/2013	3 00	717.00	806 00	89 00	-
NEWMARKET CORP	10/10/2012	8/1/2013	2 00	478 00	560 00	82 00	-
HATTERAS FINL CORP	10/10/2012	8/2/2013	43 00	1,160.00	851 00	(309 00)	-
HATTERAS FINL CORP	10/10/2012	8/5/2013	99 00	2,671 00	1,895 00	(776 00)	-
NEWMARKET CORP	10/10/2012	8/6/2013	1 00	239 00	273 00	34 00	-
HATTERAS FINL CORP	10/10/2012	8/7/2013	2 00	54 00	39 00	(15 00)	-
HATTERAS FINL CORP	10/10/2012	8/8/2013	23 00	620 00	443 00	(177 00)	-
NEWMARKET CORP	10/10/2012	8/8/2013	1 00	239.00	275 00	36.00	-
HATTERAS FINL CORP	10/10/2012	8/9/2013	10 00	270 00	192 00	(78 00)	-
HATTERAS FINL CORP	10/10/2012	8/12/2013	46 00	1,241 00	884 00	(357 00)	-
BLACKROCK INC	12/11/2012	8/19/2013	2 00	396 00	539 00	143 00	-
BRISTOL-MYERS SQUIBB CO	8/10/2010	8/19/2013	25 00	664 00	1,048 00	-	384 00
BRISTOL-MYERS SQUIBB CO	8/9/2010	8/19/2013	13.00	344.00	545.00	-	201 00
CISCO SYSTEMS INC COM	10/10/2012	8/19/2013	57 00	1,048 00	1,390 00	342.00	-
CONOCOPHILLIPS	8/11/2008	8/19/2013	7 00	432 00	465 00	-	33 00
FEDERATED INVESTRS B	10/10/2012	8/19/2013	26 00	537 00	722 00	185 00	-
GENL DYNAMICS CORP COM	2/21/2013	8/19/2013	5 00	332 00	421 00	89 00	-
GENL DYNAMICS CORP COM	2/20/2013	8/19/2013	54 00	3,606 00	4,549.00	943 00	-
HASBRO INC COM	10/10/2012	8/19/2013	25 00	935 00	1,129 00	194 00	-
INTL BUSINESS MACHINES	6/16/2008	8/19/2013	7 00	887 00	1,294 00	-	407 00
JOHNSON AND JOHNSON COM	10/29/2008	8/19/2013	9 00	557 00	816 00	-	259 00
JOHNSON AND JOHNSON COM	2/23/2005	8/19/2013	5 00	327 00	454 00	-	127 00
JOHNSON AND JOHNSON COM	8/3/2004	8/19/2013	13 00	725 00	1,179 00	-	454 00
LOWE'S COMPANIES INC	10/10/2012	8/19/2013	27 00	840 00	1,178 00	338 00	-
MEADWESTVACO CORP	1/12/2010	8/19/2013	16 00	409 00	580 00	-	171 00
PAYCHEX INC	10/10/2012	8/19/2013	28 00	917 00	1,106 00	189 00	-
WELLS FARGO & CO NEW DEL	6/16/2008	8/19/2013	34 00	910 00	1,452 00	-	542 00
BLACKROCK INC	12/11/2012	8/27/2013	2 00	396 00	525 00	129 00	-
BRISTOL-MYERS SQUIBB CO	8/16/2010	8/27/2013	19 00	498 00	791 00	-	293 00
BRISTOL-MYERS SQUIBB CO	8/10/2010	8/27/2013	18 00	478 00	749 00	-	271 00
CARNIVAL CORP PAIRED SHS	7/24/2013	8/27/2013	3 00	111 00	110 00	-	-
CARNIVAL CORP PAIRED SHS	7/23/2013	8/27/2013	13 00	478 00	478 00	-	-
CISCO SYSTEMS INC COM	10/10/2012	8/27/2013	9 00	165 00	212 00	47 00	-
CONOCOPHILLIPS	8/18/2008	8/27/2013	15 00	902 00	997 00	-	95 00
CONOCOPHILLIPS	8/11/2008	8/27/2013	4 00	247 00	266 00	-	19 00
FEDERATED INVESTRS B	10/10/2012	8/27/2013	41 00	847 00	1,133 00	286 00	-
GENL DYNAMICS CORP COM	2/21/2013	8/27/2013	12 00	797 00	1,000 00	203 00	-
HASBRO INC COM	10/10/2012	8/27/2013	55 00	2,058 00	2,516 00	458 00	-
INTL BUSINESS MACHINES	6/16/2008	8/27/2013	4 00	507 00	732 00	-	225 00
LOWE'S COMPANIES INC	10/10/2012	8/27/2013	74 00	2,301 00	3,406 00	1,105 00	-
MEADWESTVACO CORP	1/12/2010	8/27/2013	25 00	639 00	904 00	-	265 00
NEWMARKET CORP	10/10/2012	8/27/2013	1 00	239 00	275.00	36.00	-
PAYCHEX INC	10/10/2012	8/27/2013	13 00	426.00	503 00	77 00	-
WELLS FARGO & CO NEW DEL	6/16/2008	8/27/2013	8 00	210 04	330 00	-	119 96
HATTERAS FINL CORP	10/10/2012	9/18/2013	73 00	1,962 99	1,411.00	(551 99)	-
				202,693 65	226,637 99	16,162 44	7,782 90
					Total Net Gains & Losses		**23,945.34**