



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation ALLEN E & MARIE A NICKLESS MEMORIAL FOUNDATION		A Employer identification number 23-7011258	
Number and street (or P O box number if mail is not delivered to street address) 3023 DAVENPORT AVENUE		B Telephone number (see instructions) (989) 793-9830	
C If exemption application is pending, check here ► <input type="checkbox"/>			
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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		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	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,012,871		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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) (see instructions))		(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 (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	17,060	17,060		
4	Dividends and interest from securities.	109,349	109,349		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	170,108			
b	Gross sales price for all assets on line 6a 912,364				
7	Capital gain net income (from Part IV, line 2)		170,108		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	296,517	296,517		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	3,400	750	750	2,250
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	3,578	3,578	3,578	
b	Accounting fees (attach schedule)	9,219	9,219	9,219	
c	Other professional fees (attach schedule)	33,593	10,416	10,416	23,177
17	Interest				
18	Taxes (attach schedule) (see instructions)	2,868	2,868	2,868	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	1,458	1,458	1,458	
24	Total operating and administrative expenses.				
	Add lines 13 through 23	54,116	28,289	28,289	25,427
25	Contributions, gifts, grants paid.	239,299			239,299
26	Total expenses and disbursements. Add lines 24 and 25	293,415	28,289	28,289	264,726
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	3,102			
b	Net investment income (if negative, enter -0-)		268,228		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing	24,503	22,751	22,751	
2	Savings and temporary cash investments	285,343	342,820	342,820	
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 (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	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 (attach schedule)				
b	Investments—corporate stock (attach schedule)	3,253,519	3,321,575	4,395,378	
c	Investments—corporate bonds (attach schedule)	1,384,814	1,264,135	1,251,922	
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,948,179	4,951,281	6,012,871	
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 (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)	0			
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds				
30	Paid-in or capital surplus, or land, bldg , and equipment fund				
	Retained earnings, accumulated income, endowment, or other funds	4,948,179	4,951,281		
31	Total net assets or fund balances (see page 17 of the instructions)	4,948,179	4,951,281		
	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,948,179	4,951,281		

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	4,948,179
2	Enter amount from Part I, line 27a	2	3,102
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,951,281
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,951,281

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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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

(i) FMV 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 See Additional Data Table			
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	170,108
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) (see instructions) If (loss), enter -0- in Part I, line 8

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 page 18 of 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))
2012	220,459	5,117,852	0 043076
2011	264,066	5,016,673	0 052638
2010	206,938	4,777,941	0 043311
2009	165,873	4,173,467	0 039745
2008	135,398	4,391,270	0 030833

2 Total of line 1, column (d).	2	0 209603
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	0 041921
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,605,130
5 Multiply line 4 by line 3.	5	234,973
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,682
7 Add lines 5 and 6.	7	237,655
8 Enter qualifying distributions from Part XII, line 4.	8	264,726

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	2,682
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		
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	
3	Add lines 1 and 2.	3	2,682
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,682
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,400
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	1,400
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	1,282
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
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? <i>If "No," attach explanation.</i>	8b	Yes
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► DAVID A BEYERLEIN	Telephone no ► (989) 793-9830
	Located at ► 3023 DAVENPORT AVE SAGINAW MI	ZIP +4 ► 48602

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
----	---	----

16	At any time during calendar year 2013, 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?	Yes	No
	See 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception . Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		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 2013?		1c	No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
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)		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 ► 20____, 20____, 20____, 20____			
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 2013 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 2013)		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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 2013?		4b	No

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions)

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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.				

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 5,379,762
b	Average of monthly cash balances.	1b 310,725
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 5,690,487
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 5,690,487
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 85,357
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 5,605,130
6	Minimum investment return. Enter 5% of line 5.	6 280,257

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.	1 280,257
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 2,682
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 2,682
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 277,575
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 277,575
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 277,575

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 264,726
b	Program-related investments—total from Part IX-B.	1b
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	4 264,726
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 (see instructions).	5 2,682
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 262,044

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				277,575
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			222,610	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 264,726				
a Applied to 2012, but not more than line 2a			222,610	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				42,116
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				235,459
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	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 organization 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))

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

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 address of the person to whom applications should be addressed

BJ HUMPHREYS
5090 STATE ST
BUILDING A SUITE 1
SAGINAW, MI 48603
(989) 792-2552

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

LETTER FORM

c Any submission deadlines

ONGOING

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

PENDING BOARD APPROVAL

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 See Additional Data Table				
Total			► 3a	239,299
b Approved for future payment				
Total			► 3b	

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 (See instructions)
Line	Description	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property				14	17,060
b	Not debt-financed property				14	109,349
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events				18	170,108
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)					296,517
13	Total Add line 12, columns (b), (d), and (e)				13	296,517

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

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

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?

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2014-04-23

* * * * *

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

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name	Preparer's Signature	Date 2014-04-23	Check if self-employed <input checked="" type="checkbox"/>	PTIN P0001954
----------------------------	----------------------	--------------------	--	------------------

DAVID A BEYERLEIN	2014-04-23	employed	F00019344
Firm's name ► YEO & YEO PC		Firm's EIN ►	
Firm's address ► PO BOX 3275 SAGINAW, MI 48605		Phone no (989) 793-9830	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BANK OF AMERICA (MERRILL LYNCH)	P	2008-05-01	2013-05-28
CITIGROUP CAPITAL TRUST XV	P	2006-10-04	2013-04-16
JPMCHASE CAPITAL XVI	P	2006-01-04	2013-05-08
US BANCORP	P	2008-04-25	2013-06-03
WR BERKLEY CAPITAL TR II	P	2006-10-18	2013-05-28
BOND FUND OF AMERICA INC CLASS A	P	2008-06-10	2013-12-23
BOND FUND OF AMERICA INC CLASS A	P	2009-05-08	2013-12-23
BOND FUND OF AMERICA INC CLASS A	P	2009-05-18	2013-12-23
INVESTMENT CO AMERICA	P	2007-04-27	2013-12-23
INVESTMENT CO AMERICA	P	2007-06-01	2013-12-23
INVESTMENT CO AMERICA	P	2007-09-07	2013-12-23
INVESTMENT CO AMERICA	P	2007-04-27	2013-12-24
INVESTMENT CO AMERICA	P	2008-06-10	2013-12-23
INVESTMENT CO AMERICA	P	2008-06-10	2013-12-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,000		25,569	-569
15,000		15,548	-548
25,000		25,630	-630
25,000		26,245	-1,245
28,750		29,416	-666
245,656		250,000	-4,344
114,233		100,000	14,233
56,856		50,000	6,856
60,028		58,346	1,682
1,963		1,957	6
2,154		2,089	65
94,525		62,456	32,069
35,855		29,979	5,876
77,956		65,021	12,935

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-569
			-548
			-630
			-1,245
			-666
			-4,344
			14,233
			6,856
			1,682
			6
			65
			32,069
			5,876
			12,935

Form 990PF Part VIII Line 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
DARCY NICKLESS 	V PRESIDENT 1 00	800	0	0
366 FRANK ROAD FRANKENMUTH, MI 48734				
CHARLES NICKLESS 	PRESIDENT 1 00	1,000	0	0
655 WILLOW LANE FRANKENMUTH, MI 48734				
DAVID A BEYERLEIN 	TREASURER 1 00	0	0	0
4388 BROOKSTONE SAGINAW, MI 48603				
B J HUMPHREYS 	SECRETARY 1 00	800	0	0
5090 STATE ST BLDG A SUITE 1 SAGINAW, MI 48603				
JOHN HUMPHREYS 	TRUSTEE 1 00	800	0	0
5090 STATE ST BLDG A SUITE 1 SAGINAW, MI 48603				
JOHN KUNITZER 	TRUSTEE 1 00	0	0	0
4328 LAKECRESS DR E SAGINAW, MI 48603				

Form 990PF Part XV Line 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				
BIG BROTHERS BIG SISTERS 2200 N SAGINAW RD MIDLAND, MI 48640	NONE	NON-PROFIT	MENTORING YOUTH PROGRAMS	10,000
BLESSED TRINITY 958 E TUSCOLD ST FRANKENMUTH, MI 48734	NONE	CHURCH	FELLOWSHIP	2,000
CARROLTON SCHOOLS 3211 CARLA DR SAGINAW, MI 48604	NONE	SCHOOL	EDUCATE CHILDREN	10,000
CMU - COLLEGE OF MEDICINE 524 BELLOWWS MT PLEASANT, MI 48858	NONE	UNIVERSITY	CONSTRUCTION OF MEDICAL SCHOOL	18,000
DELTA COLLEGE 1963 DELTA RD UNIVERSITY CENTER, MI 48710	NONE	UNIVERSITY	PROVIDE OPPORTUNITY TO HEALTH STUDEN	16,500
DELTA COLLEGE 1963 DELTA RD SAGINAW, MI 48710	NONE	UNIVERSITY	SCHOLARSHIP OPPORTUNITIES FOR EDUCAT	12,000
DOW EVENT CENTER 303 JOHNSON ST SAGINAW, MI 48607	NONE	COMMUNITY	EVENT CENTER PAVILION PROJECT	10,000
EAST SIDE SOUP KITCHEN 940 E GENESSEE SAGINAW, MI 48601	NONE	PUBLIC CHARI	FEED INDIGENT PEOPLE	4,500
FIRST WARD COMMUNITY CENTER 1410 N TWELFTH ST SAGINAW, MI 48601	NONE	NON-PROFIT	AFTER SCHOOL AND SUMMER YOUTH PROGRA	10,000
FRANKENMUTH CITY BEAUTIFI 240 W GENESEE FRANKENMUTH, MI 48734	NONE	NON-PROFIT	IMPROVE CITY APPEARANCE	2,000
FRANKENMUTH COMMUNITY FOU PO BOX 83 FRANKENMUTH, MI 48734	NONE	NON-PROFIT	PUBLIC ENTERTAINMENT, BEAUTIFICATION	2,500
FRANKENMUTH SCHOOL DISTRI 941 EAST GENESEE STREET FRANKENMUTH, MI 48734	NONE	SCHOOL	SCHOLARSHIP FUND AND EDUCATION	4,969
GIRL SCOUTS 5470 DAVIS RD SAGINAW, MI 48604	NONE	NON-PROFIT	BUILD CHARACTER AND CONFIDENCE	1,500
HIDDEN HARVEST 940 E GENESEE SAGINAW, MI 48607	NONE	NON-PROFIT	ALLEVIATE HUNGER AND END FOOD WASTE	2,500
MAJOR CHORDS FOR MINORS 103 S MASON ST SAGINAW, MI 48602	NONE	NON-PROFIT	PROMOTION OF YOUTH MUSIC	7,500
Total			► 3a	239,299

Form 990PF Part XV Line 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				
MAKE A WISH FOUNDATION 230 HURON VIEW BLVD ANN ARBOR, MI 48103	NONE	NON-PROFIT	GRANT WISHES TERMINALLY ILL CHILDREN	3,000
MICHIGAN SPECIAL OLYMPICS PO BOX 474 ALMA, MI 48801	NONE	NON-PROFIT	SPORTS OPPORTUNITIES FOR HANDICAP	2,000
MID-MICHIGAN CHILDREN'S MUSEUM 3180 W GENESSEE AVE PO BOX 2283 SAGINAW, MI 48605	NONE	NON-PROFIT	EDUCATE AND ENTERTAIN CHILDREN	2,000
OLD TOWN SOUP KITCHEN 600 GRATIOT SAGINAW, MI 48602	NONE	PUBLIC CHARI	FEED INDIGENT PEOPLE	9,000
PIT & BALCONY 805 N HAMILTON ST SAGINAW, MI 48602	NONE	NON-PROFIT	ENTERTAIN AND EDUCATE IN LITERATURE	2,500
PRIDE IN SAGINAW 101 N WASHINGTON AVE SAGINAW, MI 48607	NONE	NON-PROFIT	PROMOTE POSITIVE RESULTS IN SAGINAW	500
READ ASSOCIATION 100 S JEFFERSON STE 40 SAGINAW, MI 48607	NONE	NON-PROFIT	PROMOTE CHILDHOOD READING	2,830
RESCUE MISSION OF SAGINAW PO BOX 548 SAGINAW, MI 48606	NONE	CHARITY	FEED INDIGENT PEOPLE	15,000
SAGINAW ADVOCACY FOR INDI 919 VETERANS MEMORIAL PAR SAGINAW, MI 48601	NONE	NON-PROFIT	ASSIST DISABLED	5,500
SAGINAW ART MUSEUM 1126 N MICHIGAN AVE SAGINAW, MI 48602	NONE	NON-PROFIT	EDUCATE AND ENTERTAIN COMMUNITY	2,500
SAGINAW COMMUNITY FOUNDAT 100 S JEFFERSON SAGINAW, MI 48607	NONE	NON-PROFIT	PRESERVATION OF ENVIRONMENT	4,800
SAGINAW COMMUNITY FOUNDAT 100 S JEFFERSON SAGINAW, MI 48607	NONE	NON-PROFIT	PROMOTE CHILDHOOD READING	10,000
SAGINAW COMMUNITY FOUNDAT 100 S JEFFERSON SAGINAW, MI 48607	NONE	NON-PROFIT	FOR HIGH SCHOOL COUNSELING	10,000
SAGINAW COUNTY HISTORICAL SOCIETY 500 FEDERAL AVENUE SAGINAW, MI 48607	NONE	NON-PROFIT	HISTORIC LOBBY LIGHT RESTORATION	2,500
SAGINAW COUNTY YOUTH PROTECT COUNC 1226 N MICHIGAN AVE SAGINAW, MI 48602	NONE	NON-PROFIT	CHILD & FAMILY SERVICE AGENCY	5,000
Total			► 3a	239,299

Form 990PF Part XV Line 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				
SAGINAW FUTURE 515 N WASHINGTON AVE 3RD FLOOR SAGINAW, MI 48607	NONE	NON-PROFIT	ECONOMIC DEVELOPMENT	1,000
SAGINAW HABITAT FOR HUMANI 315 W HOLLAND AVE SAGINAW, MI 48602	NONE	NON-PROFIT	ECUMENICAL HOUSING MINISTRY	5,000
SAGINAW RIVERSIDE FILM FESTIVAL PO BOX 20072 SAGINAW, MI 48602	NONE	NON-PROFIT	ENTERTAIN IN MUSIC	500
SALVATION ARMY 2030 N CAROLINA SAGINAW, MI 48601	NONE	NON-PROFIT	FOR INDIGENT PEOPLE	2,000
ST JOHNS EVANGELICAL LUT 1200 E GENESSEE FRANKENMUTH, MI 48734	NONE	CHURCH	FELLOWSHIP	8,000
ST LORENZ CHURCH 140 CHURCHGROVE RD FRANKENMUTH, MI 48734	NONE	CHURCH	FELLOWSHIP	5,000
ST LORENZ SCHOOL 140 CHURCHGROVE RD FRANKENMUTH, MI 48734	NONE	SCHOOL	EDUCATE CHILDREN	2,000
TEMPLE THEATRE FOUNDATION 201 N WASHINGTON AVE SAGINAW, MI 48607	NONE	NON-PROFIT	CAPITAL CAMPAIGN	10,000
UNDERGROUND RAILROAD 1230 S WASHINGTON AVE SAGINAW, MI 48601	NONE	NON-PROFIT	ASSIST VICTIMS OF DOMESTIC VIOLENCE	2,000
WESTLUND GUIDANCE CLINIC 3253 CONGRESS AVE SAGINAW, MI 48602	NONE	NON-PROFIT	PROVIDE SUPPORT FOR COMMUNITY	3,200
WICKSON JAMES E LIBRARY 359 S FRANKLIN FRANKENMUTH, MI 48734	NONE	PUBLIC LIBRA	PUBLIC EDUCATION	3,000
WOMEN OF COLORS INC PO BOX 5525 SAGINAW, MI 48603	NONE	NON-PROFIT	MENTORING YOUTH PROGRAMS	6,000
CHILDREN'S CHRISTMAS STORE 1537 S WASHINGTON AVE SAGINAW, MI 48601	NONE	NON-PROFIT	EDUCATE CHILDREN	500
Total			► 3a	239,299

TY 2013 Accounting Fees Schedule

Name: ALLEN E & MARIE A NICKLESS

MEMORIAL FOUNDATION

EIN: 23-7011258

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	9,219	9,219	9,219	

TY 2013 Compensation Explanation

Name: ALLEN E & MARIE A NICKLESS
MEMORIAL FOUNDATION
EIN: 23-7011258

Person Name	Explanation
DARCY NICKLESS	
CHARLES NICKLESS	
DAVID A BEYERLEIN	
B J HUMPHREYS	
JOHN HUMPHREYS	
JOHN KUNITZER	

TY 2013 Investments Corporate Bonds Schedule

Name: ALLEN E & MARIE A NICKLESS

MEMORIAL FOUNDATION

EIN: 23-7011258

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMBAC FINANCIAL 2/28/03		
BANK OF AMERICA 8.625%		
BARCLAY BANK 7.1% PLC	50,730	50,340
BOND FUND OF AMERICA INC CLASS A		
CAPITAL WORLD BOND FUND CLASS A	400,000	413,864
CITIGROUP CAPITAL TRUST 9/15/66		
FANNIE MAE 8.25%	25,476	8,750
FRANKLIN TEMPELTON LTD. DURATION INC	10,050	8,703
FREDDIE MAC VAR%	24,810	8,970
GMAC LLC SENIOR NOTES 7.375%	93,315	114,255
HANCOCK PREFERRED INCOME FUND	15,252	14,320
HANCOCK PREFERRED INCOME FUND II	20,000	10,710
ING GROUP NV	30,134	29,210
INTERMEDIATE BOND FUND OF AMERICA	416,744	416,434
JPM CHASE CAPITAL		
METLIFE INC. 6.5%	25,695	24,900
MORGAN STANLEY CAP VIII	74,813	78,606
ROYAL BANK OF SCOTLAND 6.40%	26,614	20,900
ROYAL BANK OF SCOTLAND 7.25%	24,841	24,000
US BANKCORP 7.875%		
W.R. BERKLEY CAPITAL TRUST		
WELLS FARGO & CO	25,661	27,960

**TY 2013 Investments Corporate
Stock Schedule**

Name: ALLEN E & MARIE A NICKLESS

MEMORIAL FOUNDATION

EIN: 23-7011258

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALTRIA GROUP	10,435	15,356
AMBAC FINANCIAL GROUP INC SHS	14,998	13,385
AMCAP FUND	138,000	191,830
AMERICAN INTERNATIONAL	21,235	766
AMERICAN MUTUAL FUND INC CLASS A	200,000	376,324
AUTOMATED DATA PROC	3,407	40,400
BAC MARKET LINK STEP UP	50,000	86,400
BAC VARIABLE COUPON NOTES	50,000	50,200
BANK OF AMERICA N.A.	50,000	51,250
BAXTER INTERNATIONAL INC	9,605	20,865
BROADRIDGE FINANCIAL	365	4,940
CAPITAL INCOME BUILDER FUND	378,048	368,140
CAPITAL WORLD GROWTH & INCOME FUND	346,000	362,622
CISCO	7,614	11,215
COMCAST	12,682	31,179
CONOCOPHILLIPS	46,208	56,520
CST BRANDS INS SHS	429	2,020
DANAHER CORP	11,576	30,880
E I DUPONT	6,295	12,994
ELI LILLY & CO.	11,676	10,200
EMC CORP	6,738	12,575
EUROPACIFIC GROWTH FUND	120,437	182,032
EXXON	26,935	56,065
FUNDAMENTAL INVESTORS FUND	446,000	523,317
GENERAL ELECTRIC	4,222	20,322
GENERAL MOTORS		82
GROWTH FUND OF AMERICA	278,000	358,674
INCOME FUND OF AMERICA	205,000	219,855
INTEL CORP.	10,328	29,199
INVESTMENT CO OF AMERICA		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON	22,627	54,954
JP MORGAN	19,140	29,240
KRAFT FOODS	1,634	4,960
LOWE'S	9,846	14,865
MARATHON OIL	5,189	10,590
MARATHON PETROLEUM	3,510	13,760
MERCK & CO	38,387	50,048
MICROSOFT	12,022	59,856
MONDELEZ INTERNATIONAL	3,266	9,743
MOTOR LIQ CO		322
NEW ECONOMY FUND	139,000	198,933
NEW PERSPECTIVE FUND	165,000	187,961
NEW WORLD FUND	73,000	74,856
NEWS CORP. LTD. CLASS A	79	216
NEWS CORP. LTD. CLASS B	1,265	2,229
NRG ENERGY INC	3,671	2,728
PEPSICO INC.	9,960	16,588
PHILIP MORRIS INTL INC	7,253	34,852
PHILLIPS 66		30,852
PROCTOR & GAMBLE	27,490	40,705
SMALL CAP WORLD FUND	148,624	175,630
STRYKER CORP	28,018	45,084
TWENTY-FIRST CENTURY FOX INC CL A	640	1,759
TWENTY-FIRST CENTURY FOX INC CL B	9,739	17,300
VALERO ENERGY	5,246	25,200
VODAFONE GRP. PLC.	19,600	34,396
WASHINGTON MUTUAL INVESTORS FUND	101,000	117,928
WT01 21 AMERICAN INTERNATIONAL	136	162
WT07 16GENERAL MOTORS CO		31
WT07 19GENERAL MOTORS CO		23

TY 2013 Legal Fees Schedule

Name: ALLEN E & MARIE A NICKLESS

MEMORIAL FOUNDATION

EIN: 23-7011258

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,578	3,578	3,578	

TY 2013 Other Expenses Schedule

Name: ALLEN E & MARIE A NICKLESS

MEMORIAL FOUNDATION

EIN: 23-7011258

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INSURANCE	1,282	1,282	1,282	
INVESTMENT EXPENSES	176	176	176	

TY 2013 Other Professional Fees Schedule

Name: ALLEN E & MARIE A NICKLESS

MEMORIAL FOUNDATION

EIN: 23-7011258

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	33,593	10,416	10,416	23,177

TY 2013 Taxes Schedule

Name: ALLEN E & MARIE A NICKLESS

MEMORIAL FOUNDATION

EIN: 23-7011258

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	1,405	1,405	1,405	
FOREIGN TAXES	1,463	1,463	1,463	