



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**Department of the Treasury
Internal Revenue Service**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.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation Helen L Kay Charitable Trust-C/O Comerica Bank A/C 1045000218		A Employer identification number 38-3047073
Number and street (or P O box number if mail is not delivered to street address) P.O. Box 75000 MC 3302		B Telephone number (see instructions) 734-920-2413
City or town, state or province, country, and ZIP or foreign postal code Detroit, MI 48275		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: ☒ 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) ▶ \$ 8,106,592	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
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) (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 ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	142,199	142,199		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	773,537			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		773,537		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	17	17		
	12 Total. Add lines 1 through 11	915,753	915,753		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,000	1,200		4,800
	c Other professional fees (attach schedule)	61,005	54,904		6,101
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,859			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	10	10			
24 Total operating and administrative expenses. Add lines 13 through 23	71,874	56,114		10,901	
25 Contributions, gifts, grants paid	375,000			375,000	
26 Total expenses and disbursements. Add lines 24 and 25	446,874			385,901	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	468,879				
b Net investment income (if negative, enter -0-)		859,639			
c Adjusted net income (if negative, enter -0-)					

P 4

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				
	2 Savings and temporary cash investments		685,850	429,400	429,400
	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)		3,442,710	3,964,204	5,664,909
	c Investments—corporate bonds (attach schedule)		1,810,753	2,014,587	2,012,283
	11 Investments—land, buildings, and equipment: basis ▶				
Liabilities	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)		5,939,313	6,408,191	8,106,592
	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)				
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		5,939,313	6,408,191	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		5,939,313	6,408,191	
	31 Total liabilities and net assets/fund balances (see instructions)		5,939,313	6,408,191	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,939,313
2 Enter amount from Part I, line 27a	2	468,879
3 Other increases not included in line 2 (itemize) ▶ Rounding difference	3	-1
4 Add lines 1, 2, and 3	4	6,408,191
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	6,408,191

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 Statement Attached				
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				
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				
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	773,537
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			3	

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.

(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	390,721	7,296,189	.0535514
2011	400,722	7,397,974	.0541665
2010	409,865	7,080,083	.0578899
2009	501,043	6,700,067	.0747817
2008	530,331	8,234,695	.0644020
2 Total of line 1, column (d)			2 .3047915
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 .0609583
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 7,623,748
5 Multiply line 4 by line 3			5 464,731
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,596
7 Add lines 5 and 6			7 473,327
8 Enter qualifying distributions from Part XII, line 4 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.			8 385,901

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	17,193	
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	17,193	
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	17,193	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		
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	17,193	
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 Refunded	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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13		✓
14	The books are in care of ▶ Comerica Bank W M Charitable Dept Telephone no. ▶ 734-930-2413 Located at ▶ 101 N. Main Street MC 9413, Ann arbor, MI ZIP+4 ▶ 48104			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
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	✓
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? ☐ Yes ☒ 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? ☐ Yes ☒ 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	✓
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	✓

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

5a During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ 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)?			5b	
Organizations relying on a current notice regarding disaster assistance check here		☒		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
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	
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?			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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Comerica Bank	Trustee/10hrs/wk	0	0	0

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
Comerica Bank	Investment Management and Administration	61,005
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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 N/A	
Total. Add lines 1 through 3	►

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	7,739,846
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,739,846
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	7,739,846
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	116,098
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,623,748
6	Minimum investment return. Enter 5% of line 5	6	381,187

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	381,187
2a	Tax on investment income for 2013 from Part VI, line 5 2a		17,193
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	17,193
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	363,994
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	363,994
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	363,994

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	385,901
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	385,901
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	385,901

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				363,994
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	58,977			
c From 2010				
d From 2011	33,711			
e From 2012	31,107			
f Total of lines 3a through e	123,795			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 385,901				
a Applied to 2012, 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 2013 distributable amount				363,994
e Remaining amount distributed out of corpus	21,907			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	145,702			
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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	145,702			
10 Analysis of line 9:				
a Excess from 2009	58,977			
b Excess from 2010				
c Excess from 2011	33,711			
d Excess from 2012	31,107			
e Excess from 2013	21,907			

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
- 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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 address of the person to whom applications should be addressed:

Christopher Kelly, Comerica Charitable Services Group, 101 N. Main Street, Suite 100, Ann Arbor, MI 48104, Phone 734-920-2413

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

No forms are needed. A letter explaining the need and use of funds is required.

- c** Any submission deadlines:

No deadlines are imposed.

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

No restrictions are placed on the awarding of grants.

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 <i>Paid during the year</i> See Statement Attached.				375,000
Total			3a	375,000
b <i>Approved for future payment</i> None				
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.)
		(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			14	142,199	
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	773,537	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a <u>Class Action Settlement</u>			18	17	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				915,753	
13	Total. Add line 12, columns (b), (d), and (e)				915,753	

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

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

[illegible]

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?

(1) Cash	
(2) Other assets	

(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	

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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. My preparation of this return is based on all information of which preparer has any knowledge.

SIGNATURE OF PREPARER
Signature of officer or trustee *McFell* **Date** *APR 28 2014* **Title** *Trustee*

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

Phone no	248-628-5354
----------	---------------------

Helen L. Kay Charitable Trust
Form 990-PF
For the year ended 12/31/2013

Part 1, Line 11, Other Income:

Class Action Suit Settlement Payments Received	\$ 11.00
--	----------

Part 1, Line 16b Accounting Fees:

Bookkeeping	\$ 3,600.00
Tqx Services	2,400.00
	<u>\$ 6,000.00</u>

Part 1, Line 16c Other Professional Fees

Investment Advisory and Administrative Fees	<u>\$ 61,005.00</u>
---	---------------------

Part 1, Other Expenses:

Class Action Suit Fee	<u>\$ 10.00</u>
-----------------------	-----------------

Helen L. Kay Charitable Trust
Form 990-PF, Part II, Line 10b, Investments-corporate stocks
For the year ended 12/31/2013

<u>Name of Stock</u>	<u>Tax Cost Basis</u>
AmerisourceBergan Corp.	\$ 38,869.50
Apple, Inc.	112,178.50
Caterpillar Inc.	35,539.13
Celgene Corp	76,798.07
Coach Inc.	29,834.90
Coca Cola Co.	69,949.97
ConocoPhillips Corp.	43,306.56
DWS Dreman Small Cap Value Fund	105,512.40
Densbury Resources Inc.	42,773.75
Devon Energy Corp.	38,439.36
EMC Corp.	75,310.00
Ecolab Inc	56,659.61
Edwards Lifesciences Corp.	49,243.75
Expeditors International	49,808.13
ExpressScripts Holding Co.	55,495.00
Fiserv Inc.	33,698.12
Grainger W.W. Inc.	37,198.96
Harbor International Fund	400,000.00
Intel Corp.	69,693.00
IBM Corp	63,438.41
IsharesMSCI EAFE Index Fund	96,179.80
Ishares S&P Mid-Cap ETF	78,868.91
ITC Hldgs Corp.	36,173.55
JPMorgan Chase & Co.	58,622.76
Johnson & Johnson	19,575.61
MFS International New Discovery	325,000.00
Macy's Inc.	39,335.56
Microsoft Corp.	71,875.00
Newmont Mining Corp.	75,197.92
Nike Inc.	42,277.50
Norfolk Southern Corp.	88,799.75
Southern Small Cap Fund	100,000.00
Occidental Petroleum Corp	85,552.55
Oracle Corp.	47,459.02
Oppenheimer Developing Markets Fund-Y	300,000.00
Pepsico Inc.	8,409.01
Philip Morris International	71,130.00
Phillips 66	13,655.30
Principal Mid Cap Blend Fund	150,000.00
Qualcomm Inc.	47,451.69
Roper Industries Inc.	71,073.01
Ross Stores Inc.	57,453.00
Schlumberger Ltd.	60,245.77
Stericycle Inc.	50,466.83
Target Corp.	31,421.16
U S Bancorp	31,248.00
Vanguard Emerging Markets Stock ETF	247,498.00
Verizon Communications	36,159.80
Visa Class A	89,747.30
Lazard LTD Class A	49,580.55
	<u>\$ 3,964,204.47</u>

Helen L. Kay Charitable Trust
Form 990-PF, Part II, Line 10c, Investments-Corporate Bonds
For the year Ended 12/31/2013

	Tax Cost Basis
Apple Inc. 1% due 5/3/2018	\$ 99,652.00
Berkshire Hathaway Senior Notes 1.9% due 1/31/2017	103,628.00
Coca Cola Co. Note 1.8% due 9/1/2016	102,957.00
Costco Wholesale Senior Note 1.7% due 12/15/2019	100,750.00
Federated Adjustable Rate SECSF	200,305.50
IBM Corp. 1.25% due 2/6/2017	99,755.00
Lowes Cos. 5% due 10/15/2015	200,368.00
Merrill Lynch & Co. 5.45% due 7/15/2014	99,088.00
Novartis Cap Corp 2.9% due 4/24/2015	104,657.00
Occidental 1.5% due 2/15/2018-2017	101,381.00
Pimco Total Return Fund Instl	200,000.00
Procter & Gamble Co. Note 3.5% due 2/15/2015	104,173.00
Ridgeworth Total Return Bond Fund	100,000.00
Vanguard GNMA Fund-ADM	150,000.00
Vanguard S/T Corporate Fund-ADM	150,000.00
Walmart Stores Inc. 3.2% due 0515/2014	97,872.00
Total	<u>\$ 2,014,586.50</u>

Helen L. Kay Charitable Trust
Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
For the year ended 12/31/2013

Name of Security	# of Shares or Par Value	Date Sold or Paid	Net Proceeds	Tax Basis	Gain or (Loss)
JP Morgan Chase 5.75% Bond	\$ 100,000.00	1/2/2013	\$ 100,000.00	\$ 101,429.00	\$ (1,429.00)
DWS Dremman Small Cap Value Fund	5,060.73	2/28/2013	200,000.00	197,317.84	2,682.16
RainierSmall/Mid Cap Equity Fund	3,615.41	2/28/2013	145,122.64	74,990.57	70,132.07
Autozone, Inc.	330.00	3/4/2013	123,910.87	49,976.16	73,934.71
U S Bancorp	1,200.00	3/4/2013	40,485.65	20,490.00	19,995.65
Grainger, W W, Inc.	300.00	3/4/2013	67,807.48	29,367.60	38,439.88
Mylan Labs Inc	3,200.00	3/4/2013	91,149.95	48,025.10	43,124.85
Stryker Corp	1,700.00	3/4/2013	107,423.65	45,674.75	61,748.90
Universal Health Services, Inc.	1,500.00	3/4/2013	85,889.12	58,789.41	27,099.71
Travelers Cos, Inc.	1,450.00	3/4/2013	116,471.83	59,814.38	56,657.45
Cliffs Nat Res, Inc.	800.00	3/4/2013	20,583.53	48,032.91	(27,449.38)
Laboratory Corporation of America Holdings	1,100.00	3/4/2013	97,875.36	29,384.00	68,491.36
Intuit, Inc.	2,000.00	3/4/2013	126,618.56	51,719.00	74,899.56
DWS Dremman Long Term Capital Gains		3/26/2013	1,827.61		1,827.61
Life Income Funding 5.3% Bond	100,000.00	4/24/2013	100,000.00	100,148.00	(148.00)
Vanguard GNMA Fund Short Term Capital Gains		4/24/2013	27.94		27.94
Vanguard GNMA Fund Long Term Capital Gains		4/24/2013	111.74		111.74
Vanguard S/T Corp. Fund Short Term Cap. Gains		4/24/2013	69.81		69.81
Vanguard S/T Corp. Fund Long Term Cap. Gains		4/24/2013	237.36		237.36
Hartford Mid Cap Fund	5,387.17	5/9/2013	138,881.30	96,000.00	42,881.30
Laxard Emerging Markets Fund	6,106.07	5/9/2013	122,243.52	66,983.59	55,259.93
DWS Dremman Small Cap Value Fund	2,858.50	5/9/2013	120,000.00	97,169.76	22,830.24
Directv	1,800.00	5/13/2013	112,623.47	68,525.77	44,097.70
BB&T	2,000.00	5/13/2013	62,878.59	50,023.80	12,854.79
Oppenheimer Developing Mkt Long Term Gains		12/10/2013	1,567.96		1,567.96
Pimco Total Return Fund Long Term Gains		12/13/2013	1,120.27		1,120.27
Pimco Total Return Fund Short Term Gains		12/13/2013	214.11		214.11
DWS Dremman Small Cap Value Fund Sht Term Gains		12/20/2013	3,399.67		3,399.67
DWS Dremman Small Cap Value Fund Long Term Gains		12/20/2013	67,691.79		67,691.79
Principal Midcap Blend Short Term Gains		12/20/2013	595.74		595.74
Principal Midcap Blend Long Term Gains		12/20/2013	3,169.33		3,169.33
Ridgeworth Total Return Bond Fund Long Term Gains		12/23/2013	926.39		926.39
Southern Sun Small Cap Fund Short Term Gains		12/24/2013	897.63		897.63
Southern Sun Small Cap Fund Long Term Gains		12/24/2013	5,576.15		5,576.15
Totals			\$ 2,067,399.02	\$ 1,293,861.64	\$ 773,537.38

-
-
-
-

Helen L. Kay Charitable Trust

Form 990-PF - 2013, Part XV, Line 3, Grants and Contributions Paid during the year

For the year ended 12/31/2013

Recipient's Name and (Foundation Status)	Address	Relationship to Fdn Manager or Substantial Contributor	Purpose of the Grant	Amount	
				Paid	
Camp Michi-Mac (PC)	Plymouth, MI	None	Camp Operations From July 1 Through July 12, 2013	\$	1,500.00
Goodwill Industries of Southeastern Michigan(PC)	Detroit , MI	None	Asst in Purchase of 24 Foot Diesel Truck		12,500.00
First Presbyterian Church of East Brady(PC)	East Brady,PA	None	General Charitable Purposes		35,000.00
Shriners Hospital for Children(PC)	Tampa, FL	None	Gait & Stability Assessment in Children with Idiopathic Scoliosis		25,000.00
Cancer Research Institute(PC)	New York, NY	None	Research and Develop Immunotherapy projects in Cancer		10,000.00
Henry Ford Health System(PC)	Detroit, MI	None	Gene Therapy Research on New Cancer Strategies		10,000.00
Regents of The University of Michigan(PC)	Ann Arbor, MI	None	The Merkel Cell Carcinoma Research Program		10,000.00
Oakwood Healthcare Foundation(PC)	Dearborn, MI	None	Support Oakwood Center for Exceptional Families		10,000.00
The Power Company Kids Club(PC)	Pontiac, MI	None	2013 Summer Day Camp		10,000.00
University of Central Florida(PC)	Orlando, FL	None	Cardiovascular Research		10,000.00
Detroit Central City Community(PC)	Detroit, MI	None	Literacy Program		6,120.00
Crossroads For Youth(PC)	Detroit, MI	None	Camperships for At Risk Youth		5,000.00
Vision Hope Community(PC)	St. Clair, MI	None	Champions For Life Kid's Camp		5,000.00
Ortonville Community Emergency Fund(PC)	Ortonville, MI	None	Food Pantry		2,153.00
Scleroderma Foundation(PC)	Southfield, MI	None	How to Dance in The Rain Conference		2,500.00
Dental Lifeline Network(PC)	Vandergrift, PA	None	Dental Services in Metro Pittsburgh Region		2,500.00
Starr Coimonwealth(PC)	Albion, MI	None	Pastoral Care, Counseling Svcs & Repair Chapel		30,000.00
California Pacific Medical Center Foundation(PC)	San Francisco, CA	None	Analyse the role of the Phip Gene in Lung Cancer		10,000.00
Karmanos Cancer Institute(PC)	Detroit, MI	None	Treatment of Advanced Colorectal & PancreaticCancer		10,000.00
Wayne State School of Medicine(PC)	Detroit, MI	None	Improving outcome following Heart Attack		10,000.00

Helen L. Kay Charitable Trust

Form 990-PF - 2013, Part XV, Line 3, Grants and Contributions Paid during the year (Cont)

For the year ended 12/31/2013

Recipient's Name and (Foundation Status)	Address	Relationship to Fdn Manager or Substantial Contributor	Purpose of the Grant	Amount	
				Paid	
Central Detroit Christian(PC)	Detroit, MI	None	Aquaponics Project	\$	5,000.00
Forgotten Harvest(PC)	Oak Park, MI	None	Food Rescue		5,000.00
Kunsthalle Museum ofMultimedia & Light Art(PC)	Detroit, MI	None	Exhibition " I See"		3,000.00
MACC Housing(PC)	Detroit, MI	None	MACC Building Legacy Fund		5,000.00
National Bone Marrow Transplant Link(PC)	Southfield, MI	None	Support work on behalf of BMT Patients		2,500.00
Playworks Detroit(PC)	Detroit, MI	None	General Charitable Purposes		2,500.00
Pregnancy Resource Ctr of The South Hills(PC)	Pittsburgh, PA	None	In The Know Educational Program		10,000.00
Shelter Association of Washtenaw County(PC)	Ann Arbor, MI	None	Shelter and Supportive Services to the Homeless		5,000.00
YMCA of Metropolitan Detroit(PC)	Detroit, MI	None	Detroit Swims Program		5,000.00
Grameen America Inc.(PC)	New York, NY	None	Detroit Microfinance Program		5,000.00
Daily Bread of Lenawee Inc(PC)	Adrian, MI	None	Soup Kitchen and Emergency Food Pantry		2,500.00
Interfaith Hospitality Network(PC)	Ann Arbor, MI	None	The Children's Services Program		5,000.00
Everest Academy(PC)	Clarkston, MI	None	Operational and Programmatic Needs		3,000.00
Therapeutic Riding Inc(PC)	Ann Arbor, MI	None	Operational Support		2,500.00
The Neutral Zone(PC)	Ann Arbor, MI	None	The Neutral Zone Summer Institute		2,500.00
Miracle Flights for Kids(PC)	Green Valley, NV	None	Flights for Kid in Pittsburgh and Southeast Michigan		2,500.00
Wellspring Academy(PC)	Detroit, MI	None	Academic and Recreational Programs		2,500.00
Village of Dryden(PC)	Dryden, MI	None	The Cardinal Field Project		5,000.00
Eastern Michigan University(PC)	Ypsilanti, MI	None	For The Healthy Asian American Project		5,000.00
Summer Camp Scholarships(PC)	Ann Arbor, MI	None	Support of 2-Week Campers		2,500.00

Helen L. Kay Charitable Trust

Form 990-PF - 2013, Part XV, Line 3, Grants and Contributions Paid during the year (Cont)

For the year ended 12/31/2013

Recipient's Name and (Foundation Status)	Address	Relationship to Fdn Manager or Substantial Contributor	Purpose of the Grant	Amount	
				Paid	
Open Cupboard Food Pantry(PC)	New Lothrop, MI	None	Food Pantry	\$	5,000.00
Special Olympic Michigan, Inc.(PC)	Bloomfield Hills	None	For District Basketball Finals		5,000.00
Friends In Deed(PC)	Ann Arbor, MI	None	Furniture Program		5,000.00
The Ann Arbor Hospice Foundation(PC)	Ann Arbor, MI	None	Campaign Contribution		5,000.00
MSU Hillel(PC)	E. Lansing, MI	None	Destination Detroit-Building Bridges		2,500.00
The Salvation Army(PC)	Pontiac, MI	None	Bed and Bread Project		5,000.00
Marine Corps League Foundation, Inc(PC)	Merrifield, VA	None	Scholarship Program		15,000.00
Gleaners Community Food Bank(PC)	Detroit, MI	None	General Charitable Purposes		20,000.00
Detroit Police Athletic League(PC)	Detroit, MI	None	Soccer Success Program		7,500.00
Michigan Eye Bank(PC)	Ann Arbor, MI	None	Digital Slit Lamp Imaging System		6,727.00
Total					<u>\$ 375,000.00</u>