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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

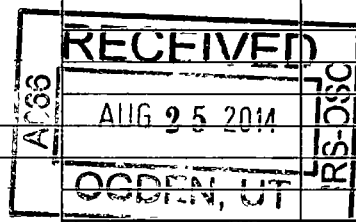
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation TLC FOUNDATION		A Employer identification number 38-3624956
Number and street (or P.O. box number if mail is not delivered to street address) 48384 FORBES		B Telephone number (586) 948-3616
City or town, state or province, country, and ZIP or foreign postal code CHESTERFIELD, MI 48047		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,632,670.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	35,624.	35,624.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	15,543.			
b Gross sales price for all assets on line 6a 185,981.				
7 Capital gain net income (from Part IV, line 2)		15,543.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	51,167.	51,167.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	4,395.	0.		0.
c Other professional fees STMT 3	30,000.	0.		0.
17 Interest				
18 Taxes STMT 4	2,174.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	15,393.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	51,962.	0.		0.
25 Contributions, gifts, grants paid	126,000.			126,000.
26 Total expenses and disbursements. Add lines 24 and 25	177,962.	0.		126,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-126,795.			
b Net investment income (if negative, enter -0-)		51,167.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	39,372.		
	2 Savings and temporary cash investments			
	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	4,487.	4,487.	4,487.
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 6	58,496.	45,481.	53,832.
	11 Investments - land, buildings, and equipment basis ▶	48,000.		
Less accumulated depreciation ▶				
12 Investments - mortgage loans	48,000.	48,000.	48,000.	
13 Investments - other STMT 7	1,410,174.	1,357,616.	1,526,351.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,560,529.	1,455,584.	1,632,670.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 8)	0.	21,850.	
	23 Total liabilities (add lines 17 through 22)	0.	21,850.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,560,529.	1,433,734.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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	1,560,529.	1,433,734.	
31 Total liabilities and net assets/fund balances	1,560,529.	1,455,584.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,560,529.
2 Enter amount from Part I, line 27a	2	-126,795.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,433,734.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,433,734.

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				
b SEE ATTACHED STATEMENT				
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 185,981.		170,438.	15,543.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			15,543.

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	15,543.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	106,520.	1,305,925.	.081567
2011	92,377.	1,341,067.	.068883
2010	93,702.	1,102,265.	.085009
2009	12,600.	1,531,036.	.008230
2008	80,079.	1,303,693.	.061425

2 Total of line 1, column (d)	2	.305114
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	.061023
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,608,752.
5 Multiply line 4 by line 3	5	98,171.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	512.
7 Add lines 5 and 6	7	98,683.
8 Enter qualifying distributions from Part XII, line 4	8	126,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	512.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	512.
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	512.
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		11.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		523.
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ANTHONY CALLIEA Telephone no. ► (586) 948-3616 Located at ► 48384 FORBES, CHESTERFIELD, MI ZIP+4 ► 48047			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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	X X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANTHONY CALLIEA 48384 FORBES CHESTERFIELD, MI 48047	PRESIDENT/TREASURER 0.00	0.	0.	0.
COLETTE CALLIEA 48384 FORBES CHESTERFIELD, MI 48047	VICE-PRESIDENT/SECRETARY 0.00	0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,614,733.
b	Average of monthly cash balances	1b	18,518.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,633,251.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,633,251.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,499.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,608,752.
6	Minimum investment return. Enter 5% of line 5	6	80,438.

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	80,438.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	512.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	512.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,926.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	79,926.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	79,926.

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	126,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	126,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	512.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	125,488.

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				79,926.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	16,621.			
b From 2009				
c From 2010	39,185.			
d From 2011	25,819.			
e From 2012	43,384.			
f Total of lines 3a through e	125,009.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	126,000.			
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				79,926.
e Remaining amount distributed out of corpus	46,074.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	171,083.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	16,621.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	154,462.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	39,185.			
c Excess from 2011	25,819.			
d Excess from 2012	43,384.			
e Excess from 2013	46,074.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN CANCER SOCIETY 1393 PROGRESS WAY, SUITE 908 ELDERSBURG, MD 21784		501(C)3	GENERAL SUPPORT	2,000.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741		501(C)3	GENERAL SUPPORT	2,000.
BLUE WATER AREA HUMANE SOCIETY 6266 LAPEER ROAD CLYDE, MI 48049		501(C)3	GENERAL SUPPORT	5,000.
DETROIT PUBLIC TV 1 CLOVER COURT WIXOM, MI 48393		501(C)3	GENERAL SUPPORT	5,000.
FORGOTTEN HARVEST 21800 GREENFIELD ROAD OAK PARK, MI 48237		501(C)3	GENERAL SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)			126,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments			01			
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	35,624.		
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	15,543.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		51,167.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	51,167.

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

[illegible]

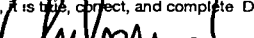
Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here  Signature of officer or trustee	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Date 6/10/14	Title PRESIDENT			
Paid Preparer Use Only	Print/Type preparer's name PETER E. MEAGHER III	Preparer's signature PETER E. MEAGHER	Date 06/03/14	Check <input type="checkbox"/> if self-employed	PTIN P01327678
	Firm's name ▶ UHY ADVISORS MI, INC.				Firm's EIN ▶ 38-1910111
	Firm's address ▶ 27725 STANSBURY, SUITE 210 FARMINGTON HILLS, MI 48334				Phone no. 248-355-0280

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	AMR CNT DIVRS BD A	P	02/25/10	12/16/13
b	AMR CNT INFL ADJ BD A	P	02/25/10	12/16/13
c	COLUMBIA MARS 21ST A	P	02/25/10	12/16/13
d	COLUMBIA FLTG RT A	P	02/25/10	12/16/13
e	DWS SHRT DUR A	P	02/25/10	12/16/13
f	FID ADVS STRAT INCM A	P	02/25/10	12/16/13
g	AMR CNT DIVRS BD A	P	12/27/12	12/16/13
h	MFS EMRG MKT DBT A	P	12/27/12	12/16/13
i	VICTORY FD FOR INCOM A	P	12/27/12	12/16/13
j	VIRTUS MULT SCTR SHRT A	P	12/27/12	12/16/13
k	GENERAL MTRS ACCEP CORP	P	09/24/02	09/16/13
l				
m				
n				
o				

(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 26,526.		26,727.	-201.
b 20,526.		19,714.	812.
c 36,185.		22,942.	13,243.
d 30,000.		27,787.	2,213.
e 10,000.		10,268.	-268.
f 12,071.		10,000.	2,071.
g 9,481.		10,000.	-519.
h 8,930.		10,000.	-1,070.
i 9,444.		10,000.	-556.
j 9,818.		10,000.	-182.
k 13,000.		13,000.	0.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-201.
b			812.
c			13,243.
d			2,213.
e			-268.
f			2,071.
g			-519.
h			-1,070.
i			-556.
j			-182.
k			0.
l			
m			
n			
o			

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	15,543.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GLEANERS FOOD BANK 2131 BEAUFIT DETROIT, MI 48207		501(C)3	GENERAL SUPPORT	5,000.
KIDS KICKING CANCER P.O. BOX 10266 NEW ORLEANS, LA 70181		501(C)3	GENERAL SUPPORT	2,000.
MICHIGAN DYSLEXIA INSTITUTE 532 E. SHIAWASSEE STREET LANSING, MI 48912		501(C)3	GENERAL SUPPORT	15,000.
OCEAN CONSERVANCY 1300 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036		501(C)3	GENERAL SUPPORT	2,000.
PEACEFUL VALLEY RESCUE 23500 SAND CANYON ROAD TEHACHAPI, CA 93561		501(C)3	GENERAL SUPPORT	2,500.
PRIDE ROCK WILDLIFE REFUGE P.O. BOX 1594 TERRELL, TX 75160		501(C)3	GENERAL SUPPORT	2,000.
READING IS FUNDAMENTAL 1255 23RD STREET, NW, SUITE 300 WASHINGTON, DC 20037		501(C)3	GENERAL SUPPORT	2,000.
THAW FUND 440 BURROUGHS, #84 DETROIT, MI 48202		501(C)3	GENERAL SUPPORT	5,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605		501(C)3	GENERAL SUPPORT	2,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203		501(C)3	GENERAL SUPPORT	5,000.
Total from continuation sheets				107,000.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TIGER CREEK REFUGE 17552 FM 14 TYLER, TX 75706		501(C)3	GENERAL SUPPORT	2,800.
TIGER HAVEN 237 HARVEY ROAD KINGSTON, TN 37763		501(C)3	GENERAL SUPPORT	2,000.
TURNING POINT P.O. BOX 1123 MT. CLEMENS, MI 48046		501(C)3	GENERAL SUPPORT	20,000.
WORLD WILDLIFE FUND 1250 24TH ST. NW WASHINGTON, DC 20037		501(C)3	GENERAL SUPPORT	5,000.
SUSAN G KOMEN 3-DAY 820 W. JACKSON BLVD., SUITE 800 CHICAGO, IL 60607		501(C)3	GENERAL SUPPORT	1,000.
KEEPERS OF THE WILD 13441 E. HIGHWAY 66 VALENTINE, AZ 86437		501(C)3	GENERAL SUPPORT	1,200.
SMILE TRAIN 41 MADISON AVE., 28TH FLOOR NEW YORK, NY 10010		501(C)3	GENERAL SUPPORT	1,000.
SOUTHERN WINDS EQUINE RESCUE 4447-2 ND ROAD UDALL, KS 67146		501(C)3	GENERAL SUPPORT	2,000.
LAST CHANCE FOR ANIMALS 8033 SUNSET BLVD #835 LOS ANGELES, CA 90046		501(C)3	GENERAL SUPPORT	3,000.
HUMAN SOCIETY US 2100 L ST., NW WASHINGTON, DC 20037		501(C)3	GENERAL SUPPORT	3,000.
Total from continuation sheets				

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
ORPHAN ACRES RESCUE 1183 ROTHFORK ROAD VIOLA, ID 83872		501(C)3	GENERAL SUPPORT	2,000.
WOUNDED WARRIOR PROJECT P.O. BOX 758517 TOPEKA, KS 66675		501(C)3	GENERAL SUPPORT	2,000.
ALZHEIMERS ASSOCIATION 225 N. MICHIGAN AVE., FL. 17 CHICAGO, IL 60601		501(C)3	GENERAL SUPPORT	2,000.
CASTLETON RANCH RESCUE P.O. BOX 1226 LANCASTER, CA 93584		501(C)3	GENERAL SUPPORT	2,000.
NOAH'S LOST ARC RESCUE 8424 BEDELL RD. BERLIN CENTER, OH 44401		501(C)3	GENERAL SUPPORT	2,000.
ANIMAL ANGELS REFUGE P.O. BOX 943 YORK, SC 29745		501(C)3	GENERAL SUPPORT	2,000.
FRONT RANGE EQUINE RESCUE P.O. BOX 307 LARKSPUR, CO 80118		501(C)3	GENERAL SUPPORT	2,000.
EAST COAST EXOTIC RESCUE 320 ZOO ROAD FAIRFIELD, PA 17320		501(C)3	GENERAL SUPPORT	2,000.
RED WINGS HORSE SANCTUARY P.O. BOX 58 LOCKWOOD, CA 93932		501(C)3	GENERAL SUPPORT	2,000.
WILD HORSE FREEDOM FEDERATION P.O. BOX 390 PINEHURST, TX 77362		501(C)3	GENERAL SUPPORT	2,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERIPRISE FINANCIAL	35,624.	0.	35,624.	35,624.	
TO PART I, LINE 4	35,624.	0.	35,624.	35,624.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,395.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,395.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTOR FEES	30,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	30,000.	0.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,940.	0.		0.
PROPERTY TAXES	234.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,174.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	15,019.	0.		0.
LICENSES AND FEES	20.	0.		0.
OFFICE	354.	0.		0.
TO FORM 990-PF, PG 1, LN 23	15,393.	0.		0.

FORM 990-PF

CORPORATE BONDS

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERIPRISE FINANCIAL	45,481.	53,832.
TOTAL TO FORM 990-PF, PART II, LINE 10C	45,481.	53,832.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERIPRISE FINANCIAL	COST	557,616.	636,422.
AMERIPRISE FINANCIAL	COST	800,000.	889,929.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,357,616.	1,526,351.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 8

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BANK OVERDRAFT - COVERED	0.	21,850.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	21,850.

TLC FOUNDATION
INVESTMENTS - CORPORATE BONDS
DECEMBER 31, 2013

DESCRIPTION	QTY	BOOK VALUE	FAIR MKT VALUE
CITI GROUP INC	182	\$ 175	\$ 7,032
DELUXE COORP NT 5 125% 10/01/14 B/E DTD 09/30/04	45,000	45,306	46,800
TOTAL		<u>\$ 45,481</u>	<u>\$ 53,832</u>

**TLC FOUNDATION
INVESTMENTS - OTHER
DECEMBER 31, 2013**

DESCRIPTION	QTY	BOOK VALUE	FAIR MKT VALUE
AMERIPRISE VARIABLE ANNUITY	49,123 0708	750,000	839,929
CORPORATE PROPERTY ASSOC 17 - REIT	5,000 0000	50,000	50,000
BLACKROCK GLOBAL ALLOCATION FUND	1,561 919	28,500	33,316
CLEARBRIDGE TACTICAL DIVIDEND INCOME CL A	543 774	10,000	10,266
COLUMBIA DIVIDEND OPPTY CL A	3,914 328	26,500	39,809
COLUMBIA FLOATING RATE CL A	2,705 799	23,713	24,975
DWS SHORT DURATION CL A	2,216 799	20,903	20,329
DWS WORLD DIVIDEND CL A	360 750	10,000	10,310
DWS STRATEGIC HIGH YIELD TAX FREE CL A	573 394	7,500	6,749
DWS SELECT ALTERNATIVE ALLOCATION CL A	2,682 056	28,500	29,851
DREYFUS INTL BOND CL A	1,668 766	26,500	27,168
GOLDMAN SACHS TR HIGH YLD BD FD CL A	3,840 580	26,500	27,345
GOLDMAN SACHS RISING DIVIDEND GROWTH CL A	664 011	10,000	12,822
GOLDMAN SACHS STRATEGIC INCOME CL A	2,904 163	50,000	51,110
INVESCO BALANCED RISK ALLOC CL A	803 213	10,000	9,462
INVESCO EQUITY & INCOME CL A	3,380 102	26,500	36,032
INVESCO MID CAP CORE EQUITY CL A	1,507 899	31,500	37,999
JOHN HANCOCK III DISCIPLINED VALUE MID CAP CL A	390 930	5,000	6,876
JPMORGAN INCOME BUILDER CL A	1,009 082	10,000	10,383
LEGG MASON WESTERN ASSET MANAGED MUNICIPAL CL A	1,180 766	20,000	18,375
MFS INTL DIVERSIFICATION CL A	3,107 104	36,500	51,143
MAINSTAY HIGH YIELD MUNICIPAL BOND CL A	627 615	7,500	6,734
MAINSTAY MARKETFIELD CL A	317 259	5,000	5,860
MUNDER MID CAP CORE GROWTH CL A	158 328	5,000	6,620
NUVEEN LARGE CAP GROWTH OPPTYS CL A	401 284	15,000	15,510
OPPENHEIMER INTL BOND CL A	1,510 574	10,000	9,184
OPPENHEIMER MAIN STR SML & MID CAP	1,108 448	18,500	33,963
PRINCIPAL GLOBAL DIVERSIFIED INCOME CL A	717 360	10,000	10,129
PRINCIPAL MID CAP CL A	501 253	10,000	10,140
PUTNAM ABSOLUTE RETURN 700 CL A	1,653 262	18,500	20,252
PUTNAM HIGH YIELD ADVANTAGE CL A	1,623 377	10,000	10,085
ROYCE SPECIAL EQUITY SERVICE CL	850 340	20,000	23,185
STEELPATH OPPENHEIMER ALPHA CL A	850 340	10,000	10,383
VIRTUS PREMIUM ALPHASECTOR CL A	608 643	10,000	10,079
TOTAL		<u>\$ 1,357,616</u>	<u>\$ 1,526,351</u>