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
JAMES M. & LOUISE C. ROCHE FOUNDATION
C/O DOUGLAS D. ROCHE

A Employer identification number
38-6069143

Number and street (or P O box number if mail is not delivered to street address) Room/suite
500 WOODWARD AVE., SUITE 4000

B Telephone number
313-223-3500

City or town, state or province, country, and ZIP or foreign postal code
DETROIT, MI 48226-3425

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) ▶$ 1,261,603.61

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6.20	6.20		STATEMENT 1
	4 Dividends and interest from securities	33,653.75	33,653.75		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	79,171.22			
	b Gross sales price for all assets on line 6a 248,136.27				
	7 Capital gain net income (from Part IV, line 2)		79,171.22		
	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	112,831.17	112,831.17		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	17,715.00	1,771.50		15,943.50
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,700.00	2,700.00		0.00
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,433.90	951.90		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	7,718.77	7,718.77		0.00
	24 Total operating and administrative expenses. Add lines 13 through 23	29,567.67	13,142.17		15,943.50
	25 Contributions, gifts, grants paid	46,050.00			46,050.00
	26 Total expenses and disbursements. Add lines 24 and 25	75,617.67	13,142.17		61,993.50
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	37,213.50			
	b Net investment income (if negative, enter -0-)		99,689.00		
	c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED
MAY 19 2014
OGDEN, UT
559 IRS-OSC

SCANNED MAY 22 2014

914

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	29,839.00	38,977.00	38,977.00
	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			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 6	815,835.00	843,910.50	1,222,626.61
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	845,674.00	882,887.50	1,261,603.61
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	601,467.00	601,467.00	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.00	0.00	
	29	Retained earnings, accumulated income, endowment, or other funds	244,207.00	281,420.50	
	30	**Total net assets or fund balances**	845,674.00	882,887.50	
	31	**Total liabilities and net assets/fund balances**	845,674.00	882,887.50	

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	845,674.00
2	Enter amount from Part I, line 27a	2	37,213.50
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	882,887.50
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	882,887.50

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 STATEMENTS			
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	248,136.27		168,965.05	79,171.22

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				79,171.22

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	79,171.22
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	55,969.00	1,136,688.00	.049239
2011	55,055.00	1,115,104.00	.049372
2010	54,982.00	1,071,119.00	.051331
2009	49,433.00	877,446.00	.056337
2008	50,567.00	1,186,701.00	.042611

2 Total of line 1, column (d)	2	.248890
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	.049778
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,181,607.29
5 Multiply line 4 by line 3	5	58,818.05
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	996.89
7 Add lines 5 and 6	7	59,814.94
8 Enter qualifying distributions from Part XII, line 4	8	61,993.50

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	996.89
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	0.00
3	Add lines 1 and 2		3	996.89
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.00
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	996.89
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,455.00		
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	2,455.00
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,458.11
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	1,458.11 **Refunded** ▶	11	0.00

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0.00 (2) On foundation managers ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DOUGLAS D. ROCHE Telephone no ▶313-223-3500
Located at ▶500 WOODWARD AVE., SUITE 4000, DETROIT, MI ZIP+4 ▶48226-3525

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			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)?	1b		X
	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		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 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 ▶ ____, ____, ____, ____

			Yes	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? ☐ Yes ☒ No

			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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Form **990-PF** (2013)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOUGLAS D. ROCHE 22543 FIDDLERS COVE BIRMINGHAM, MI 48025	CO-TRUSTEE / ATTORNEY 5.00	17,715.00	0.00	0.00
MICHAEL ROCHE 6949 S. STEELE ST. CENTENNIAL, CO 80122	CO-TRUSTEE 1.00	0.00	0.00	0.00

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 ▶	0.00

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	1,165,193.31
b	Average of monthly cash balances			1b	34,408.00
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,199,601.31
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00		
2	Acquisition indebtedness applicable to line 1 assets			2	0.00
3	Subtract line 2 from line 1d			3	1,199,601.31
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	17,994.02
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,181,607.29
6	**Minimum investment return** Enter 5% of line 5			6	59,080.36

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	59,080.36
2a	Tax on investment income for 2013 from Part VI, line 5	2a	996.89		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	996.89
3	*Distributable amount before adjustments Subtract line 2c from line 1*			3	58,083.47
4	Recoveries of amounts treated as qualifying distributions			4	0.00
5	Add lines 3 and 4			5	58,083.47
6	Deduction from distributable amount (see instructions)			6	0.00
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	58,083.47

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	61,993.50
b	Program-related investments - total from Part IX-B	1b	0.00
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	61,993.50
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	996.89
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	60,996.61

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				58,083.47
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			43,783.00	
b Total for prior years ___ , ___ , ___		0.00		
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	0.00			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 61,993.50				
a Applied to 2012, but not more than line 2a			43,783.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2013 distributable amount				18,210.50
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				39,872.97
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.00			
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) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 ***Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:***

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
SEE ATTACHED				46,050.00
Total			▶ 3a	46,050.00
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.00

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6.20	
4 Dividends and interest from securities			14	33,653.75	
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	79,171.22	
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)		0.00		112,831.17	0.00

13 Total Add line 12, columns (b), (d), and (e) 13 112,831.17

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Douglas D. Roche | 5-14-14 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	T. HAMMERSCHMIDT	T Hammerschmidt	5-13-14		P00577505
	Firm's name ▶ DICKINSON WRIGHT PLLC			Firm's EIN ▶ 38-1364333	
	Firm's address ▶ 350 SOUTH MAIN, STE 300 ANN ARBOR, MI 48104			Phone no 734-623-1602	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE	0.00	0.00	
MERRILL LYNCH ML BANK	6.20	6.20	
TOTAL TO PART I, LINE 3	6.20	6.20	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
AMERICAN TOWER CORP (ML)	208.87	0.00	208.87	208.87	
AUTOMATIC DATA PROCESSING	87.00	0.00	87.00	87.00	
BCE INC.	469.81	0.00	469.81	469.81	
BOEING COMPANY	776.00	0.00	776.00	776.00	
CLOUGH CHINA FD	103.29	0.00	103.29	103.29	
COCA COLA COM	896.00	0.00	896.00	896.00	
CSX CORP.	150.00	0.00	150.00	150.00	
CULLEN INTL	893.69	0.00	893.69	893.69	
CVS CAREMARK CORP	90.00	0.00	90.00	90.00	
DEERE CO	204.00	0.00	204.00	204.00	
EMERSON ELECTRIC CO	664.00	0.00	664.00	664.00	
EXXON MOBIL CORP	6,776.40	0.00	6,776.40	6,776.40	
FREEPORT MCMORAN COPPER & GOLD	225.00	0.00	225.00	225.00	
INTEL CORP	225.00	0.00	225.00	225.00	
INTL BUSINESS MACHINES CORP (ML)	334.00	0.00	334.00	334.00	
JOHNSON & JOHNSON COM (ML)	777.00	0.00	777.00	777.00	
JPMORGAN CHASE & CO	152.00	0.00	152.00	152.00	
JPMORGAN STRATEGIC FD	2,488.21	0.00	2,488.21	2,488.21	
MATTHEWS ASIA FD	1,350.89	0.00	1,350.89	1,350.89	
MATTHEWS INDIA FD CL Y (ML)	29.35	0.00	29.35	29.35	
MD SASS 1 TO 3 YEAR	961.43	0.00	961.43	961.43	
MERCK & CO INC	688.00	0.00	688.00	688.00	

MONSANTO CO NEW	155.50	0.00	155.50	155.50	
ORACLE CORP	72.00	0.00	72.00	72.00	
PIMCO TOTAL RETURN FD	1,322.53	0.00	1,322.53	1,322.53	
POTASH CORP SASKATCHEWAN (ML)	119.00	0.00	119.00	119.00	
PROCTER & GAMBLE (ML)	709.95	0.00	709.95	709.95	
ROYAL DUTCH SHELL PLC ADR	5,052.72	0.00	5,052.72	5,052.72	
SUNCOR ENERGY INC NEW	699.36	0.00	699.36	699.36	
TEMPLETON GLOBAL BOND FD (ML) (ML)	2,047.25	0.00	2,047.25	2,047.25	
TEMPLETON GLOBAL INCOME FD	3,449.35	0.00	3,449.35	3,449.35	
UNITED PARCEL SVC CL B	248.00	0.00	248.00	248.00	
UNITED TECHS CORP (ML)	370.52	0.00	370.52	370.52	
VAN ECK GLOBAL HARD ASSETS FD (ML)	8.35	0.00	8.35	8.35	
VODAPHONE GROUP	583.26	0.00	583.26	583.26	
WAL-MART STORES INC	266.02	0.00	266.02	266.02	
TO PART I, LINE 4	33,653.75	0.00	33,653.75	33,653.75	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DICKINSON WRIGHT PLLC	2,700.00	2,700.00		0.00
TO FM 990-PF, PG 1, LN 16A	2,700.00	2,700.00		0.00

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD (ML)	951.90	951.90		0.00
2012 FORM 990-PF	482.00	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	1,433.90	951.90		0.00

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DETROIT LEGAL NEWS PUBLICATION	80.00	80.00		0.00
WALL STREET JOURNAL	413.00	413.00		0.00
BROKERAGE ACCT AND INVESTMENT ADVISOR FEES	7,213.77	7,213.77		0.00
OTHER PORTFOLIO EXPENSES AND BANK FEES	12.00	12.00		0.00
TO FORM 990-PF, PG 1, LN 23	7,718.77	7,718.77		0.00

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,200 EXXON MOBIL	21,879.35	222,640.00
500 GENERAL MOTORS	14,167.60	0.00
400 MERCK & COMPANY	12,391.00	20,020.00
400 EMERSON ELECTRIC	18,405.00	28,072.00
300 JOHNSON & JOHNSON	19,751.00	27,477.00
1,373 ROYAL DUTCH SHELL	29,738.18	97,853.71
100 MONSANTO	11,418.00	11,655.00
4,905 PIMCO TOTAL RETURN	38,185.07	37,759.09
500 SUNCOR ENERGY	40,579.00	17,525.00
179 AMERICAN TOWER REIT	9,961.35	14,287.78
200 BCE INC	7,205.78	8,658.00
236 BOEING COMPANY	4,988.36	32,211.64
300 COCA COLA COM	9,993.75	12,393.00

100 FREEPORT MCMORAN COPPER & GOLD	5,284.63	3,774.00
80 INTL BUSINESS MACHINES CORP	14,878.40	15,005.60
300 ORACLE CORP	9,208.92	11,478.00
100 POTASH CORP SASKATCHEWAN	5,808.00	3,296.00
154 PROCTER & GAMBLE CO	9,947.63	12,537.14
136 UNITED TECHS COPR	9,960.94	15,476.80
369 VODAPHONE GROUP PLC ADR	0.00	0.00
183 WALMART STORES	9,978.99	14,400.27
508.240 CLOUGH CHINA FD	8,391.99	12,009.71
150.301 MATTHEWS INDIA FD	3,001.00	2,446.90
8,841.315 TEMPLETON GLOBAL RET FD	116,324.26	119,269.34
557 VAN ECK GLOBAL HARD ASSETS FD	25,040.71	27,154.95
164 BOEING COMPANY	11,536.07	22,384.36
500 COCA COLA COMPANY	18,798.43	20,655.00
146 PROCTER & GAMBLE CO	9,180.48	11,886.86
500 SUNCOR ENERGY	13,922.75	17,525.00
3,205 CULLEN INTL HIGH DIV FD	28,875.47	37,473.32
2,204 MATTHEWS ASIA DIV FD	29,922.53	35,765.96
6,036.086 MD SASS 1 TO 3 YEAR	61,436.34	60,360.86
8,166.734 JPMORGAN STRAT INC OPPOR FD	94,183.29	97,102.47
21 AMERICAN TOWER REIT (HLDG CO)	1,629.60	1,676.22
200 AUTOMATIC DATA PROC	13,845.50	16,159.80
500 CSX CORP	12,553.75	14,385.00
200 CVS CAREMARK CORP	11,907.20	14,314.00
200 DEERE CO	17,007.20	18,266.00
500 INTEL CORP	12,758.20	12,977.50
20 INTL BUSINESS MACHINES CORP	4,106.60	3,751.40
200 JPMORGAN CHASE & CO	10,799.02	11,696.00
200 UNITED PARCEL SVC CL B	17,511.98	21,016.00
64 UNITED TECHS CORP	6,133.09	7,283.20
17 WAL-MART STORES	1,282.31	1,337.73
VARIOUS CALL OPTIONS ON INVESTMENTS	10,031.78	29,209.00
TOTAL TO FORM 990-PF, PART II, LINE 10B	843,910.50	1,222,626.61

James M & Louise C Roche Foundation
38-6069143
Attachment 2013 Form 990-PF

Grants and Contributions Paid During the Year

Recipient Name and Address	Status	Purpose of Grant	Relationship	Amount
Holy Cross College One College Street Worcester, MA 01610	College	Education	None	$500
Stratford Festival of America 55 Queen Street P O Box 520 Stratford, Ontario Canada N5A 6V2	Charity	Public Benefit	None	$5,000
U of D High Jesuit High School and Academy 8400 South Cambridge Detroit, MI 48221	School	Education	None	$500
United Way of SE Michigan 660 Woodward Ave, Suite 300 Detroit, MI 48226	Charity	Assistance to disadvantaged	None	$500
Old Newsboys - Goodfellow Fund 1927 Rosa Parks Blvd Detroit, MI 48216	Charity	Assistance to disadvantaged	None	$250
Northwestern University Feinberg School of Medicine 1201 Davis St Evanson, IL 60208	College	Research	None	$500
Wheelwright Museum P O Box 5153 704 Camino Lejo Santa Fe, NM 87502	Museum	Public Benefit	None	$5,000
Les Turner ALS Foundation 5550 W Touhy Ave , Suite 302 Skokie, IL 60077	Charity	Research	None	$500
Bay Area Discovery Museum 557 McReynolds Rd Sausalito, CA 94965	Museum	Public Benefit	None	$1,000
Denver Center for the Performing Arts 1101 13th Street Denver, CO 26891	Charity	Public Benefit	None	$1,000
Montessori Adademy 530 East Day Road Mishawaka, IN 46545	Charity	Education	None	$500
Montessori Adademy 530 East Day Road Mishawaka, IN 46545	Charity	Education	None	$250

National Association of Mentally Ill 3803 N Fairfax Dr , Suite 110 Fairfax, VA 22203	Charity	Public Benefit	None	$2,500
Salvation Army P O Box 8070 1625 N Belcher Rd Clearwater, FL 33756	Charity	Public Benefit	None	$1,500
Marin Agricultural Land Trust P O Box 809 Point Keyes Station, CA 94956	Charity	Public Benefit	None	$500
Mercy Home for Boys and Girls 1140 W Jackson Blvd Chicago, IL 60601	Charity	Assistance to disadvantaged	None	$500
Brother Rice High School 7101 Lahser Rd Bloomfield Hills, MI 48301	School	Education	None	$500
Capuchin Soup Kitchen 1820 Mt. Elliott St Detroit, MI 48207	Religious	Assistance to disadvantaged	None	$300
Holy Childhood Church 150 West Main St Harbor Springs, MI 49740	Church	Religious	None	$1,000
Morton Plant Mease Foundation 1200 Druid Rd S Clearwater, FL 33756	Charity	Assistance to disadvantaged	None	$2,000
McLaren Hospital Foundation 360 Connable Ave, Suite 3 Petoskey, MI 49770	Charity	Research	None	$1,500
National Camps for Blind Children 4444 S 52nd Street Lincoln, NE 68506	Charity	Education	None	$2,000
Religious Community Services 503 S Martin Luther King, Jr Ave Clearwater, FL 33756	Charity	Assistance to disadvantaged	None	$1,000
Harbor Hall Foundation P O Box 376 Harbor Springs, MI 49740	Museum	Public Benefit	None	$500
Loyola High School 15325 Pinehurst Detroit, MI 48238	School	Education	None	$250
Catholic Services Appeal c/o St Regis Parish 3695 Lincoln Rd Bloomfield, MI 48301	Church	Religious	None	$1,000

Catholic Services Appeal c/o St Regis Parish 3695 Lincoln Rd Bloomfield, MI 48301	Church	Religious	None	$500
Changing Lives Together c/o St Regis Parish 3695 Lincoln Rd Bloomfield, MI 48301	Church	Religious	None	$2,000
The Marine Mammal Center 2000 Bunker Road Sausalito, CA 94965	Charity	Research	None	$500
Bishop's Annual Appeal P O Box 40200 St. Petersburg, FL 33743	Religious	Religious	None	$1,500
Midwest Palliative Care and Hospice 2050 Claire Court Glenview, IL 60025	Charity	Research	None	$1,000
Jesuits of New Orleans Province 710 Barrone St , Suite B New Orleans, LA 70113	Charity	Religious	None	$2,000
Tampa General Foundation P O Box 1289 Tampa, FL 33601	Charity	Public Benefit	None	$2,000
Catholic Community Foundation 1404 E Ninth Street Cleveland, OH 44114	Religious	Religious	None	$1,000
Nantucket Safe Harbor for Animals P O Box 2844 Nantucket, MA 02584	Charity	Public Benefit	None	$1,000
Nantucket Historical Association P O Box 1016 Nantucket , MA 02554	Charity	Public Benefit	None	$1,000
Catholic Relief Services P O Box 17152 Baltimore, MD 21298-8452	Religious	Religious	None	$1,000
Northfield Township Food Pantry 3801 West Lake Ave Glenview, IL 60026	Charity	Public Benefit	None	$500
Harvard Law School Annual Fund 1563 Massachusetts Ave Cambridge, MA 02138	Charity	Public Benefit	None	$1,000
St Pius X Catholic Church 52553 Fir Road Granger, IN 46530	Church	Religious	None	$500
				$46,050

Roche Foundation

NOTICE The Annual Return of the JAMES M and LOUISE C ROCHE FOUNDATION for 2013 is available for inspection by any citizen who requires it within 180 days from the date of publication at the principal office of the Foundation, One Detroit Center, 500 Woodward Avenue, Suite 4000, Detroit, Michigan 48226-3425 This notice is published pursuant to Section 6104(d) of the Internal Revenue Code DOUGLAS D ROCHE Manager (4-21)

AFFIDAVIT OF PUBLICATION

(Affidavit of Publisher)

STATE OF MICHIGAN,
ss
COUNTY OF OAKLAND

The undersigned, an employee of the publisher of Detroit Legal News, having knowledge of the facts, being duly sworn deposes and says that a notice, a true copy of which is annexed hereto, was published in Detroit Legal News a newspaper circulated in Wayne County on April 21, 2014 A D.

Cindy C Lawler

Cindy C Lawler

Subscribed and sworn before me on this 21st day of April 2014 A D

Christina Jacobs

Christina Jacobs

Notary Public Macomb County, Michigan My commission expires February 24, 2020 Acting in Oakland County, Michigan

Attorney	DOUGLAS D ROCHE - DOUGLAS D ROCHE
AttorneyFile#	
Notice#	1187035

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	.801 ALPS/CCM COMPLETE		12/13/12	11/18/13
c	4 ALPS/CCM COMPLETE		12/13/12	11/18/13
d	13 TEMPLETON GLBL BOND FD		05/17/13	11/18/13
e	1 TEMPLETON GLBL BOND FD		02/20/13	11/18/13
f	14 TEMPLETON GLBL BOND FD		10/17/13	11/18/13
g	67 TEMPLETON GLBL BOND FD		12/19/12	11/18/13
h	.345 TEMPLETON GLBL BOND FD		10/17/13	11/18/13
i	14 TEMPLETON GLBL BOND FD		09/18/13	11/18/13
j	14 TEMPLETON GLBL BOND FD		08/19/13	11/18/13
k	1 TEMPLETON GLBL BOND FD		08/19/13	11/18/13
l	14 TEMPLETON GLBL BOND FD		06/19/13	11/18/13
m	13 TEMPLETON GLBL BOND FD		02/20/13	11/18/13
n	13 TEMPLETON GLBL BOND FD		11/19/12	11/18/13
o	53 TEMPLETON GLBL BOND FD		12/19/12	11/18/13

	(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				0.00
b	8.06		8.23	<0.17>
c	40.24		42.92	<2.68>
d	170.17		177.45	<7.28>
e	13.09		13.36	<0.27>
f	183.28		183.55	<0.27>
g	877.03		884.40	<7.37>
h	4.52		4.52	0.00
i	183.26		181.17	2.09
j	183.26		179.48	3.78
k	13.09		13.16	<0.07>
l	183.26		182.42	0.84
m	170.17		174.72	<4.55>
n	170.17		174.06	<3.89>
o	693.77		699.59	<5.82>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0.00
b				<0.17>
c				<2.68>
d				<7.28>
e				<0.27>
f				<0.27>
g				<7.37>
h				0.00
i				2.09
j				3.78
k				<0.07>
l				0.84
m				<4.55>
n				<3.89>
o				<5.82>

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	
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	

323591
05-01-13

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	1 TEMPLETON GLBL BOND FD		12/19/12	11/18/13
b	1 TEMPLETON GLBL BOND FD		10/17/13	11/18/13
c	13 TEMPLETON GLBL BOND FD		12/19/12	11/18/13
d	1 TEMPLETON GLBL BOND FD		05/17/13	11/18/13
e	13 TEMPLETON GLBL BOND FD		04/17/13	11/18/13
f	1 TEMPLETON GLBL BOND FD		04/17/13	11/18/13
g	13 TEMPLETON GLBL BOND FD		03/19/13	11/18/13
h	1 TEMPLETON GLBL BOND FD		01/17/13	11/18/13
i	13 TEMPLETON GLBL BOND FD		01/17/13	11/18/13
j	14 TEMPLETON GLBL BOND FD		07/17/13	11/18/13
k	.107 MD SASS 1 TO 3 YR		10/30/13	11/18/13
l	31 VODAFONE GROP PLC SP ADR		06/18/13	11/20/13
m	10 CALL SU JAN 00032.00		12/31/13	06/25/13
n	8 CALL KO JAN 00043.75		10/14/13	06/25/13
o	4 CALL MRK JAN 00050.00		12/31/13	06/25/13

	(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	13.09		13.27	<0.18>
b	13.09		12.89	0.20
c	170.17		171.60	<1.43>
d	13.09		13.57	<0.48>
e	170.17		175.89	<5.72>
f	13.09		13.44	<0.35>
g	170.17		174.71	<4.54>
h	13.09		13.25	<0.16>
i	170.17		174.46	<4.29>
j	183.26		182.00	1.26
k	1.08		1.07	0.01
l	962.54		892.80	69.74
m	1,089.98		3,050.00	<1,960.02>
n	527.99		48.00	479.99
o	467.99		268.00	199.99

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<0.18>
b				0.20
c				<1.43>
d				<0.48>
e				<5.72>
f				<0.35>
g				<4.54>
h				<0.16>
i				<4.29>
j				1.26
k				0.01
l				69.74
m				<1,960.02>
n				479.99
o				199.99

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	
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	

323591
05-01-13

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	1 CALL MON JAN 00110.00		12/31/13	06/25/13
b	5 CALL CSX JAN 00025.00		12/31/13	06/25/13
c	2 CALL ADP JAN 00075.00		12/31/13	06/25/13
d	2 CALL DE JAN 00092.50		12/31/13	06/25/13
e	3 CALL ORCL JAN 00033.00		12/31/13	06/25/13
f	2 CALL JPM JAN 00057.50		12/31/13	06/25/13
g	4 CALL BA JAN 00110.00		12/31/13	06/25/13
h	2 CALL CVS JAN 00062.50		12/31/13	06/25/13
i	1 CALL FCX JAN 00030.00		12/31/13	06/25/13
j	3 CALL JNJ JAN 00095.00		12/31/13	06/25/13
k	2 CALL UTX JAN 00100.00		11/12/13	06/25/13
l	5 CALL INTC JAN 00026.00		08/15/13	06/25/13
m	3 CALL PG JAN 00082.50		12/31/13	06/25/13
n	2 CALL AMT JAN 00079.65		12/31/13	06/25/13
o	2 CALL WMT JAN 00082.50		10/14/13	06/25/13

	(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	434.99		620.00	<185.01>
b	434.99		1,875.00	<1,440.01>
c	189.99		1,240.00	<1,050.01>
d	355.99		116.00	239.99
e	308.99		1,560.00	<1,251.01>
f	241.99		254.00	<12.01>
g	1,023.98		10,600.00	<9,576.02>
h	267.99		1,850.00	<1,582.01>
i	149.99		780.00	<630.01>
j	209.99		33.00	176.99
k	423.99		1,580.00	<1,156.01>
l	359.99		100.00	259.99
m	494.99		162.00	332.99
n	529.99		260.00	269.99
o	169.99		30.00	139.99

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				<185.01>
b				<1,440.01>
c				<1,050.01>
d				239.99
e				<1,251.01>
f				<12.01>
g				<9,576.02>
h				<1,582.01>
i				<630.01>
j				176.99
k				<1,156.01>
l				259.99
m				332.99
n				269.99
o				139.99

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	
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	

323591
05-01-13

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	2 CALL UPS JAN 00095.00		11/12/13	06/25/13
b	1 CALL IBM JAN 00215.00		08/15/13	06/25/13
c	1 CALL POT JAN 00041.00		08/15/13	06/25/13
d	1 CALL XOM JAN 00097.50		10/14/13	06/25/13
e	2 CALL EMR JAN 00060.00		11/12/13	06/25/13
f	21 CALL XOM JAN 00097.50		10/14/13	06/25/13
g	2 CALL EMR JAN 00060.00		11/12/13	06/25/13
h	5 ALPS/CCM COMPLETE		06/28/12	11/18/13
i	1,585 ALPS/CCM COMPLETE		05/14/12	11/18/13
j	1 ALPS/CCM COMPLETE		06/28/12	11/18/13
k	25 ORACLE CORP $0.01 DEL		10/10/11	06/18/13
l	1 TEMPLETON GLBL BOND FD		02/17/12	11/18/13
m	16 TEMPLETON GLBL BOND FD		07/18/12	11/18/13
n	14 TEMPLETON GLBL BOND FD		02/17/12	11/18/13
o	35 TEMPLETON GLBL BOND FD		03/19/12	11/18/13

	(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	189.99		1,040.00	<850.01>
b	349.99		89.00	260.99
c	138.99		28.00	110.99
d	121.00		12.00	109.00
e	269.99		1,280.00	<1,010.01>
f	2,540.95		273.00	2,267.95
g	259.99		1,280.00	<1,020.01>
h	50.30		49.34	0.96
i	15,945.10		16,319.26	<374.16>
j	10.06		10.29	<0.23>
k	859.75		767.41	92.34
l	13.09		12.69	0.40
m	209.44		205.92	3.52
n	183.26		183.68	<0.42>
o	458.15		460.94	<2.79>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<850.01>
b				260.99
c				110.99
d				109.00
e				<1,010.01>
f				2,267.95
g				<1,020.01>
h				0.96
i				<374.16>
j				<0.23>
k				92.34
l				0.40
m				3.52
n				<0.42>
o				<2.79>

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	
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	

323591
05-01-13

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	1 TEMPLETON GLBL BOND FD		10/13/11	11/18/13
b	36 TEMPLETON GLBL BOND FD		01/19/12	11/18/13
c	36 TEMPLETON GLBL BOND FD		04/18/12	11/18/13
d	1 TEMPLETON GLBL BOND FD		07/18/12	11/18/13
e	18 TEMPLETON GLBL BOND FD		10/05/11	11/18/13
f	16 TEMPLETON GLBL BOND FD		10/13/11	11/18/13
g	16 TEMPLETON GLBL BOND FD		08/17/12	11/18/13
h	13 TEMPLETON GLBL BOND FD		09/19/12	11/18/13
i	1 TEMPLETON GLBL BOND FD		10/17/12	11/18/13
j	13 TEMPLETON GLBL BOND FD		10/17/12	11/18/13
k	21 TEMPLETON GLBL BOND FD		02/17/12	11/18/13
l	4 MD SASS 1 TO 3 YR		06/11/12	11/18/13
m	9 MD SASS 1 TO 3 YR		06/11/12	11/18/13
n	2,969 MD SASS 1 TO 3 YR		06/11/12	11/18/13
o	100 VODAFONE GROP PLC SP ADR		10/10/11	11/11/13

	(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	13.09		12.73	0.36
b	471.24		453.60	17.64
c	471.24		465.47	5.77
d	13.09		12.63	0.46
e	235.62		229.14	6.48
f	209.44		202.87	6.57
g	209.44		210.55	<1.11>
h	170.17		173.28	<3.11>
i	13.09		13.08	0.01
j	170.17		174.33	<4.16>
k	274.89		275.51	<0.62>
l	40.24		40.72	<0.48>
m	90.54		91.62	<1.08>
n	29,868.14		30,224.42	<356.28>
o	3,104.95		2,707.64	397.31

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0.36
b				17.64
c				5.77
d				0.46
e				6.48
f				6.57
g				<1.11>
h				<3.11>
i				0.01
j				<4.16>
k				<0.62>
l				<0.48>
m				<1.08>
n				<356.28>
o				397.31

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	
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	

323591
05-01-13

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	269 VODAFONE GROP PLC SP ADR		10/10/11	11/20/13
b	637 EXXON MOBIL CORP COM		05/20/91	06/18/13
c	500 EXXON MOBIL CORP COM		05/20/91	06/18/13
d	1,373 PIMCO TOTAL RETURN FD		05/14/09	11/18/13
e	.626 PIMCO TOTAL RETURN FD		12/08/10	11/18/13
f	3,052 TEMPLETON GLBL BOND FD		10/05/11	11/18/13
g	543 TEMPLETON GLBL BOND FD		10/05/11	11/18/13
h	1 TEMPLETON GLBL BOND FD		12/19/11	11/18/13
i	55 TEMPLETON GLBL BOND FD		12/19/11	11/18/13
j	34 TEMPLETON GLBL BOND FD		10/19/11	11/18/13
k	174 TEMPLETON GLBL BOND FD		12/19/11	11/18/13
l	35 TEMPLETON GLBL BOND FD		11/17/11	11/18/13
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	8,352.29		7,283.55	1,068.74
b	58,484.31		6,335.07	52,149.24
c	45,901.65		4,972.58	40,929.07
d	14,993.16		14,842.42	150.74
e	6.84		6.80	0.04
f	39,950.67		38,485.72	1,464.95
g	7,107.87		6,847.23	260.64
h	13.08		12.76	0.32
i	719.95		674.29	45.66
j	445.06		439.95	5.11
k	2,277.66		2,133.24	144.42
l	458.15		448.34	9.81
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,068.74
b				52,149.24
c				40,929.07
d				150.74
e				0.04
f				1,464.95
g				260.64
h				0.32
i				45.66
j				5.11
k				144.42
l				9.81
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	79,171.22
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

323591
05-01-13