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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning MAY 1, 2013, and ending APR 30, 2014

Name of foundation

Roy G. Michell Charitable Foundation
and Trust

A Employer identification number

38-6071109

Number and street (or P.O. box number if mail is not delivered to street address)

c/o Janz & Knight, 300 E Long Lake Rd

Room/suite

360

B Telephone number

(248) 646-9666

City or town, state or province, country, and ZIP or foreign postal code

Bloomfield Hills, MI 48304-2377

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 5,924,666. (Part I, column (d) must be on cash basis)

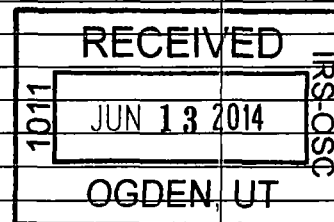
J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐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)

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	31.	31.		Statement 1
4	Dividends and interest from securities	154,083.	154,083.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	301,660.			
b	Gross sales price for all assets on line 6a	1,899,756.			
7	Capital gain net income (from Part IV, line 2)		301,660.		
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	455,774.	455,774.		
13	Compensation of officers, directors, trustees, etc	36,000.	18,000.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees Stmt 3	12,990.	6,495.		0.
c	Other professional fees Stmt 4	19,222.	19,222.		0.
17	Interest				
18	Taxes Stmt 5	1,939.	1,939.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	70,151.	45,656.		0.
25	Contributions, gifts, grants paid	255,500.			255,500.
26	Total expenses and disbursements. Add lines 24 and 25	325,651.	45,656.		255,500.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	130,123.			
b	Net investment income (if negative, enter -0-)		410,118.		
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	21,620.	50,019.	50,019.	
	2 Savings and temporary cash investments	133,544.	307,175.	307,175.	
	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	498,359.			
	b Investments - corporate stock Stmt 6	2,636,870.	3,035,155.	4,507,847.	
	c Investments - corporate bonds Stmt 7	1,002,074.	1,030,241.	1,059,625.	
	Liabilities	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 1)		4,292,467.	4,422,590.	5,924,666.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	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.	0.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	27 Capital stock, trust principal, or current funds	4,292,467.	4,422,590.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
		30 Total net assets or fund balances	4,292,467.	4,422,590.	
	31 Total liabilities and net assets/fund balances	4,292,467.	4,422,590.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,292,467.
2 Enter amount from Part I, line 27a	2	130,123.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,422,590.
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	4,422,590.

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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 1,899,756.		1,598,096.	301,660.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			301,660.

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	301,660.
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	225,000.	5,631,758.	.039952
2011	225,000.	5,329,632.	.042217
2010	278,320.	5,156,220.	.053978
2009	233,350.	5,088,383.	.045859
2008	319,312.	5,367,276.	.059492

2 Total of line 1, column (d)	2	.241498
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	.048300
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,614,595.
5 Multiply line 4 by line 3	5	271,185.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,101.
7 Add lines 5 and 6	7	275,286.
8 Enter qualifying distributions from Part XII, line 4	8	255,500.

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.

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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)		1	8,202.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	8,202.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	8,202.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,400.	7	2,400.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	5,802.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

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
1c 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) <u>MI</u>		
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

N/A

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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 ▶ <u>n/a</u>	13	X	
14	The books are in care of ▶ <u>Kenneth E. Zink</u> Telephone no. ▶ <u>(248) 646-9666</u> Located at ▶ <u>300 E. Long Lake Road, #360, Bloomfield Hills, MI</u> ZIP+4 ▶ <u>48304-2377</u>			
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

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	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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	
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

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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

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
Roy G. Michell, Jr. 5499 Great Lakes Drive, Apt. B Holt, MI 48842	Trustee 4.00	12,000.	0.	0.
William R. Michell 4071 Dietz Road Williamston, MI 48895	Trustee 4.00	12,000.	0.	0.
Kenneth E. Zink 300 East Long Lake Road, Suite 360 Bloomfield Hills, MI 48304	Trustee 4.00	12,000.	0.	0.

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

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

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

0

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

(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

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

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.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,287,709.
b	Average of monthly cash balances	1b	412,387.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,700,096.
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	5,700,096.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,501.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,614,595.
6	Minimum investment return. Enter 5% of line 5	6	280,730.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	280,730.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,202.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,202.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	272,528.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	272,528.
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	272,528.

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	255,500.
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	255,500.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	255,500.

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.

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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				272,528.
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	12,378.			
b From 2009				
c From 2010	22,169.			
d From 2011				
e From 2012				
f Total of lines 3a through e	34,547.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	255,500.			
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				255,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	17,028.			17,028.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	17,519.			
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	17,519.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	17,519.			
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)

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(i)(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:

Roy G. Michell Charitable Foundation

Form 990-PF (2013)

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Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A.T.I.A. BOX 1 OAKBROOK, IL 60522			Unrestricted	1,300.
Abigayle Ministries 12313 NINETEEN MILE ROAD STERLING HGTS, MI 48313			Unrestricted	600.
Alpha Omicron Pi Foundation 5390 VIRGINIA WAY BRENTWOOD, TN 37027			Unrestricted	1,000.
American Decency Association 203 E MAIN STREET FREMONT, MI 49412-0202			Unrestricted	1,300.
Ascend 8332 Silver Lake Road Linden, MI 48451			Unrestricted	900.
Total	See continuation sheet(s)			255,500.
b Approved for future payment				
None				
Total				0.

Form 990-PF (2013)

Part XVI-A

Enter gross amounts unless otherwise indicated.

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

Part XVI-B

Line No.

[illegible]

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

- | | |
|--|---------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> |
| | <p>1a(1)</p> |
| | <p>1a(2)</p> |
| | <p>1b(1)</p> |
| | <p>1b(2)</p> |
| | <p>1b(3)</p> |
| | <p>1b(4)</p> |
| | <p>1b(5)</p> |
| | <p>1b(6)</p> |
| | <p>1c</p> |

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

[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**

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.

Signature of officer or trustee Roy H. Mitchell, Jr. Date 6/9/14

Date _____

Title

May the IRS discuss this return with the preparer shown below (see note)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Kenneth E. Zink

Preparer's signature

Kenneth E. Zisk

Date _____

5/28/14

Check ☐ self-employed

PTIN

P00182682

Firm's name ► Janz & Knight, P.L.C., CPAs

Firm's EIN ► 38-1458667

Firm's address ► 300 East Long Lake Road, Suite 360
Bloomfield Hills, MI 48304-2377

Phone no. (248) 646-9666

Form **990-PF** (2013)

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	Burlington Northn Santa Fe Cp Nt	P		07/01/13
b	Cardinal Health Inc	P		06/17/13
c	Digital Rlty Tr Inc	P		06/18/13
d	Ford Motor Credit Co LLC	P		07/15/13
e	Fortune Brands Inc	P		07/05/13
f	JP Morgan Chase Cap	P		05/08/13
g	Dow Chem Co	P		06/24/13
h	Comcast Corp New NT	P		08/29/13
i	JP Morgan Chase Cap	P		10/07/13
j	PIMCO ETF Trst Global Adv	P		12/17/13
k	PIMCO ETF Trst Global Adv	P		12/17/13
l	Comcast Corp New NT	P		01/15/14
m	Washington Real Estate Invt	P		04/11/14
n	US Treas	P		05/31/13
o	Express Scripts Holding Co	P		06/18/13

	(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	50,000.		50,000.	0.
b	50,000.		50,000.	0.
c	22,335.		25,015.	<2,680.>
d	50,573.		50,113.	460.
e	52,686.		50,055.	2,631.
f	25,000.		25,798.	<798.>
g	54,179.		50,366.	3,813.
h	22,958.		25,558.	<2,600.>
i	25,503.		25,795.	<292.>
j	36.			36.
k	2.			2.
l	50,000.		50,000.	0.
m	48,475.		57,856.	<9,381.>
n	500,000.		498,359.	1,641.
o	74,075.		42,673.	31,402.

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			0.
b			0.
c			<2,680.>
d			460.
e			2,631.
f			<798.>
g			3,813.
h			<2,600.>
i			<292.>
j			36.
k			2.
l			0.
m			<9,381.>
n			1,641.
o			31,402.

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

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 Petsmart Inc	P		06/18/13
b American New Perspective Fund	P		12/30/13
c Chevron Corp	P		12/17/13
d Gilead Sciences	P		12/17/13
e International Business Machines	P		12/17/13
f Kimberly-Clark Corp	P		12/17/13
g Northrop Grumman Corp	P		12/17/13
h Phillips 66	P		12/17/13
i			
j			
k			
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 150,851.		106,952.	43,899.
b 5,914.			5,914.
c 84,606.		73,333.	11,273.
d 126,880.		12,772.	114,108.
e 121,593.		121,705.	<112.>
f 207,553.		195,707.	11,846.
g 126,827.		67,208.	59,619.
h 49,710.		18,831.	30,879.
i			
j			
k			
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			43,899.
b			5,914.
c			11,273.
d			114,108.
e			<112.>
f			11,846.
g			59,619.
h			30,879.
i			
j			
k			
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	301,660.
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

Roy G. Michell Charitable Foundation
and Trust

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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
Asthma and Allergy Foundation of MI 2075 WALNUT LAKE ROAD WEST BLOOMFIELD, MI 48323			Unrestricted	6,500.
Beautiful Savior Early Learning Center 5631 N ADAMS ROAD BLOOMFIELD HILLS, MI 48304			Unrestricted	2,000.
Beth Messiah Congregation 20300 Pleasant Ridge Drive Montgomery Village, MD 20886			Unrestricted	1,500.
Bethel Mission PO BOX 30562 SANTA BARBARA, CA 93101			Unrestricted	250.
Bloomfield Hills Baptist Church 3600 TELEGRAPH ROAD BLOOMFIELD HILLS, MI 48302			Unrestricted	5,000.
Campus Renewal Ministries 2421 SAN ANTONIO ST STE B AUSTIN, TX 78705			Unrestricted	6,300.
Capuchin Soup Kitchen 1820 Mt. Elliott Detroit, MI 48207			Unrestricted	1,150.
Charles Simpson Ministries PO BOX 850067 MOBILE, AL 36685			Unrestricted	14,300.
Community Peace International 37825 HYATT LANE PURCELLVILLE, VA 20132			Unrestricted	9,400.
Congregation Shema Yisrael PO BOX 804 SOUTHFIELD, MI 48037			Unrestricted	6,600.
Total from continuation sheets				250,400.

Roy G. Michell Charitable Foundation
and Trust

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
Covenant Church 206 ALBERS STREET Eaton Rapids, MI 48827			Unrestricted	4,550.
Covenant Church of Mobile 7150 HITT ROAD MOBILE, AL 36695			Unrestricted	3,500.
Covenant Fellowship 206 ALBERS STREET EATON RAPIDS, MI 48827			Unrestricted	69,000.
Crossroads Pregnancy Center 3265 SOUTH BLVD AUBURN HILLS, MI 48326			Unrestricted	900.
Derek Prince Ministries PO BOX 300 FT LAUDERDALE, FL 33302			Unrestricted	500.
Detroit Public Television MEMBER SERVICES WIXOM, MI 48393-2247			Unrestricted	2,750.
Eton Academy 1755 MELTON ROAD BIRMINGHAM, MI 48009			Unrestricted	1,000.
Extended Hands 6130 PAINTED LEAF LANE NAPLES, FL 31106			Unrestricted	5,500.
Forgotten Harvest 1755 MELTON ROAD BIRMINGHAM, MI 48009			Unrestricted	1,000.
Foundation for Ashley's Dream 5595 Hunters Gate TROY, MI 48098			Unrestricted	2,000.
Total from continuation sheets				

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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
Foundation for Traditional Values 4407 W ST JOSEPH HWY LANSING, MI 48917			Unrestricted	7,000.
Going to Help 409 W 4TH STREET ROCHESTER, MI 48307			Unrestricted	1,000.
Great Commission Ministries PO Box 7101 Winter Park, FL 32793-7101			Unrestricted	1,000.
Haven PO BOX 431045 PONTIAC, MI 48343			Unrestricted	1,000.
Heidi Group PO BOX 5099 ROUND ROCK, TX 78683-5099			Unrestricted	1,000.
Heritage Harvest International 420 WILLINGHAM ROAD CHARLES TOWN, WV 25414			Unrestricted	9,400.
Hillsdale College 33 EAST COLLEGE ST HILLSDALE, MI 49242			Unrestricted	800.
Intercessors for America PO Box 915 Purcellville, VA 20134-0915			Unrestricted	900.
International Outreach Ministries PO BOX 2140 MCCOMB, MS 39649			Unrestricted	2,500.
Jesus Film Project 100 LAKE HART DR, #3100 ORLANDO, FL 32832-0100			Unrestricted	250.
Total from continuation sheets				

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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
Joy of Jesus PO BOX 32211 DETROIT, MI 48232			Unrestricted	600.
Leader Dogs for the Blind 1039 S ROCHESTER ROAD ROCHESTER HILLS, MI 48307			Unrestricted	3,600.
Life Changers PO BOX 3709 COOKVILLE, TN 38502			Unrestricted	750.
Life Matters Worldwide PO Box 3158 Grand Rapids, MI 49501			Unrestricted	2,400.
M.J.T.I. PO BOX 54410 LOS ANGELES, CA 90054-9865			Unrestricted	1,500.
Macomb County Habitat for Humanity 130 N GROESBECK HWY MT CLEMENS, MI 48043-1529			Unrestricted	1,500.
Makor Chaim PO BOX 420715 SAN DIEGO, CA 92147-0715			Unrestricted	800.
Michigan Crossroads Council 507 WEST ATHERTON ROAD FLINT, MI 48507			Unrestricted	10,000.
Michigan Family Forum 611 WALNUT ST LANSING, MI 48933			Unrestricted	700.
NIFLA PO BOX 42060 FREDRICKSBURG, VA 22204			Unrestricted	800.
Total from continuation sheets				

Roy G. Michell Charitable Foundation
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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
North Congregational Church 36520 Twelve Mile Road FARMINGTON HILLS, MI 48331			Unrestricted	3,500.
Philippine Gospel Commission PGC FOUNDATION GULFPORT, MS 39506			Unrestricted	2,600.
Pioneers 10123 WILLIAM CAREY DRIVE ORLANDO, FL 32832			Unrestricted	900.
Pregnancy Services of Greater Lansing 420 Elmwood Lansing, MI 48917			Unrestricted	750.
Recovery Place 2100 BELAIRE DRIVE LANSING, MI 48910			Unrestricted	1,000.
Right to Life of Michigan-Educational Fd 30840 NORTHWESTERN HWY FARMINGTON HILLS, MI 48334			Unrestricted	8,000.
Ruach Israel 754 GREENDALE AVENUE NEEDHARN, MA 02492			Unrestricted	950.
St. Damian Catholic School 29891 JOY ROAD WESTLAND, MI 48185			Unrestricted	4,000.
St. Jude Children's Research Hospital 1461 E 12 Mile Road Madison Heights, MI 48071-2653			Unrestricted	500.
St. John Lutheran Church 1011 W UNIVERSITY DRIVE ROCHESTER HILLS, MI 48307			Unrestricted	2,500.
Total from continuation sheets				

Roy G. Michell Charitable Foundation
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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
St. Thomas More Church 4580 ADAMS ROAD TROY, MI 48098			Unrestricted	9,000.
St. Thomas More Academy 6456 E BRISTOL ROAD BURTON, MI 48519			Unrestricted	9,500.
The First Place Association 43422 WEST OAKS DRIVE, STE 257 NOVI, MI 48377-3300			Unrestricted	4,000.
University of Michigan 109 Observatory Ann Arbor, MI 48109-2029			Unrestricted	4,000.
Values Through Media PO BOX 7065 ARLINGTON, VA 22207-7065			Unrestricted	800.
Vision for Israel PO Box 7743 Charlotte, NC 28241			Unrestricted	750.
Von Mises Institute C/O AUBURN UNIVERSITY AUBURN, AL 36830			Unrestricted	900.
Wayne State University 5475 WOODWARD AVENUE DETROIT, MI 48202			Unrestricted	2,000.
Williamston Free Methodist Church 4400 N Williamston Road Williamston, MI 48895			Unrestricted	2,000.
Women's Memorial Foundation PO BOX 96742 WASHINGTON, DC 20077-7771			Unrestricted	900.
Total from continuation sheets				

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

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
Fidelity Investments	6.	6.	
JP Morgan	25.	25.	
Total to Part I, line 3	31.	31.	

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
Fidelity Investments	68,683.	0.	68,683.	68,683.	
JP Morgan	94,768.	0.	94,768.	94,768.	
Merrill Lynch	12,496.	0.	12,496.	12,496.	
Purchased interest	<21,864.>	0.	<21,864.>	<21,864.>	
To Part I, line 4	154,083.	0.	154,083.	154,083.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	12,990.	6,495.		0.
To Form 990-PF, Pg 1, ln 16b	12,990.	6,495.		0.

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Custodial fee	19,222.	19,222.			0.
To Form 990-PF, Pg 1, ln 16c	19,222.	19,222.			0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal tax expense	1,939.	1,939.			0.
To Form 990-PF, Pg 1, ln 18	1,939.	1,939.			0.

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
Abbott Laboratories	72,128.	107,504.		
Abbvie	78,217.	144,522.		
Aflac, Inc.	79,220.	106,624.		
Ameriprise Financial Inc.	99,094.	133,956.		
Aqua America, Inc.	25,346.	25,090.		
BP PLC	200,462.	227,790.		
Centurylink Inc.	38,575.	34,910.		
Conocophillips	63,365.	104,034.		
Dover Corp	28,834.	30,240.		
Exxon Mobil Corp	49,170.	181,675.		
ITC Holdings Corp	18,450.	26,690.		
McDonalds Corp	137,192.	187,553.		
Medtronic Inc	74,055.	99,994.		
Pepsico Inc	73,804.	103,068.		
Gilead Sciences	12,772.	141,282.		
Google Class A	90,678.	101,627.		
Google Class C	90,388.	100,065.		
Schlumberger	151,438.	177,713.		
SPDR TR Unit Ser1	195,996.	357,789.		
Microsoft Corp	64,750.	161,600.		
Express Scripts	39,117.	73,238.		

Apple, Inc.	117,406.	413,063.
American Funds New Perspective Fund	108,121.	129,203.
Wal-Mart	73,858.	107,609.
AT&T Inc.	99,309.	101,745.
JP Morgan Chase	101,596.	100,764.
First Eagle Global	110,587.	138,839.
Templeton Global Bond	226,508.	219,934.
Chevron Corp	75,289.	94,140.
Northrop Grumman Corp	66,978.	142,774.
Intel Corp	50,760.	53,380.
Intel Corp	26,212.	26,690.
Johnson Controls	125,619.	148,962.
Metlife	128,565.	157,050.
Verizon Communications	41,296.	46,730.
Total to Form 990-PF, Part II, line 10b	3,035,155.	4,507,847.

Form 990-PF	Corporate Bonds	Statement	7
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Description	Book Value	Fair Market Value
CMS Energy Corp 4.25%	103,984.	104,704.
Hewlett Packard Co 3.0%	56,631.	57,437.
PIMCO Global Adv Inflation	10,856.	10,050.
Goldman Sachs Grp Inc 7.5%	36,553.	36,426.
Time Warner Cable Inc Note 3.500%	50,036.	51,023.
Ingersoll-Rand Co NT 4.750%	50,445.	52,066.
Delmarva Pwr & Lt CO NT	24,350.	26,031.
Ford Motor Credit Co LLC 6.5%	54,816.	58,102.
Ford Motor Credit Co LLC 8.0%	113,280.	116,642.
L-3 Communications Corp 5.2%	53,889.	55,247.
Realty Income 5.950%	51,192.	54,319.
Realty Income 6.625%	26,620.	25,770.
McKesson HBOC Inc 5.700%	53,479.	55,482.
Kraft Foods Inc 6.500%	54,902.	57,726.
Health Care REIT Inc 4.700%	50,110.	54,839.
Clorox Co 5.950%	54,605.	57,254.
Qwest Corp 8.375%	53,590.	57,010.
Qwest Corp 7.5%	51,045.	51,287.
Public Storage Depositary Shs Repst	52,852.	52,220.
Vornado Realty 6.875%	27,006.	25,990.
Total to Form 990-PF, Part II, line 10c	1,030,241.	1,059,625.