Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 10/01 **, 2008, and ending** 09/30 **, 2009**

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE HILLENBRAND FAMILY FOUNDATION
C/O MICHAEL R. HILLENBRAND

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
149 10TH AVENUE SOUTH

City or town, state, and ZIP code
NAPLES, FL 34102

A Employer identification number
13-4050660

B Telephone number (see page 10 of the instructions)
(239) 434-7916

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 ▶ ☐

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)* ▶ $ 4,490,666.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	37,026.	36,876.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	332,167.			
	b	Gross sales price for all assets on line 6a 3,998,409.				
	7	Capital gain net income (from Part IV, line 2)		331,676.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	34,951.	35,721.		STMT 2
	12	**Total.** Add lines 1 through 11	404,144.	404,273.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	NONE			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	26,160.	13,080.	NONE	13,080.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)* *	11,379.	262.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 4	14,948.	14,759.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	52,487.	28,101.	NONE	13,080.
	25	Contributions, gifts, grants paid	1,961,702.			1,961,702.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,014,189.	28,101.	NONE	1,974,782.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,610,045.			
	b	**Net investment income** (if negative, enter -0-)		376,172.		
	c	**Adjusted net income** (if negative, enter -0-)			-0-	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * *

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	13,916.	57,996.	57,996.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ NONE			
		Less allowance for doubtful accounts ▶	50,000.	NONE	NONE
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 5	1,254,700.	860,511.	973,795.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 6	3,701,751.	2,489,018.	3,458,875.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,020,367.	3,407,525.	4,490,666.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	5,020,367.	3,407,525.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,020,367.	3,407,525.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,020,367.	3,407,525.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,020,367.
2	Enter amount from Part I, line 27a	2	-1,610,045.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,410,322.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	2,797.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,407,525.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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				

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	332,167.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	563,456.	6,726,834.	0.083762
2006	594,059.	6,563,124.	0.090515
2005	393,815.	5,346,213.	0.073662
2004	411,012.	4,131,665.	0.099479
2003	226,709.	3,431,480.	0.066067

2 **Total** of line 1, column (d)	2	0.413485
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.082697
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	4,970,645.
5 Multiply line 4 by line 3	5	411,057.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,762.
7 Add lines 5 and 6	7	414,819.
8 Enter qualifying distributions from Part XII, line 4	8	1,974,782.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter ________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,762.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	3,762.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,762.
6	Credits/Payments				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	11,117.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	11,117.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,355.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 7,355. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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?	4b	N/A	
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 page 19 of the instructions) ▶ FL,			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ MICHAEL R. HILLENBRAND Telephone no ▶ 239-434-7916

Located at ▶ 149 10TH AVENUE SOUTH, NAPLES, FL ZIP + 4 ▶ 34102

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . . N/A . . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N/	A
	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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ 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 page 20 of the instructions.)	2b	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	3b	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 2008?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X (No)

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 . . . . ▶ NONE

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 THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER IRC SECTION 501(C)(3)	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,125,880.
b	Average of monthly cash balances		1b	52,806.
c	Fair market value of all other assets (see page 24 of the instructions)		1c	3,867,654.
d	**Total** (add lines 1a, b, and c)		1d	5,046,340.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	NONE
3	Subtract line 2 from line 1d		3	5,046,340.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)		4	75,695.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,970,645.
6	**Minimum investment return.** Enter 5% of line 5		6	248,532.

Part XI Distributable Amount (see page 25 of the 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	248,532.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	3,762.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,762.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	244,770.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	244,770.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	244,770.

Part XII Qualifying Distributions (see page 25 of the 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	1,974,782.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,974,782.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,762.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,971,020.

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7					244,770.
2	Undistributed income, if any, as of the end of 2007					
a	Enter amount for 2007 only					
b	Total for prior years 20____,20____,20____					
3	Excess distributions carryover, if any, to 2008					
a	From 2003	NONE				
b	From 2004	NONE				
c	From 2005	NONE				
d	From 2006	540,691.				
e	From 2007	567,465.				
f	**Total** of lines 3a through e		1,108,156.			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 1,974,782.					
a	Applied to 2007, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)		SEE STMT 9 1,974,782.			
d	Applied to 2008 distributable amount					
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		244,770.			244,770.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,838,168.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		2,838,168.			
10	Analysis of line 9					
a	Excess from 2004	NONE				
b	Excess from 2005	NONE				
c	Excess from 2006	295,921.				
d	Excess from 2007	567,465.				
e	Excess from 2008	1,974,782.				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 of the 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))

MICHAEL R. HILLENBRAND

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 STATEMENT ATTACHED				1,961,702.
Total . . . . ▶ **3a**				1,961,702.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form **990-PF** (2008)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	37,026.	
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			14	34,951.	
8 Gain or (loss) from sales of assets other than inventory			18	332,167.	
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)				404,144.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 404,144.

(See worksheet in line 13 instructions on page 28 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) (See page 28 of the instructions)

NOT APPLICABLE

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		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

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

Signature of officer or trustee

Date 8/11/10

Title Trustee

Paid Preparer's Use Only

Preparer's signature Rebecca Chu, CPA

Date 8/9/10

Check if self-employed [redacted]

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code

ERNST & YOUNG U.S. LLP
5 TIMES SQUARE
NEW YORK, NY 10036

EIN ▶ 34-6565596

Phone no. 212-773-3000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		THRU VARIOUS PARTNERSHIPS					VAR	VAR
							143,642.	
		ALTAIR STARS- REDEMPTION					VAR	MAR 2009
414,881.		500,000.					-85,119.	
		GS PRINCETON FUND- REDEMPTION					VAR	FEB 2009
1,244,318.		968,602.					275,716.	
		STOCKTON HOLDINGS- LIQUIDATING DISTRIBUT					VAR	10/09/2008
8,750.		NONE					8,750.	
		THRU JP MORGAN A/C #9600- SEE STMT A					VAR	VAR
2,179,022.		2,189,610.					-10,588.	
		VANGUARD INTERMED TRM INVST GR INVEST					VAR	03/27/2009
99.		NONE					99.	
		VANGUARD INTERMED TRM INVST GR INVEST					VAR	3/27/2009
47.		NONE					47.	
		1,227.062 SHS ALTAIR STARS FUND HOLDING					VAR	03/01/2009
121,052.		122,706.					-1,654.	
		289.6563 SHS ALTAIR STARS FUND HOLDING					VAR	06/26/2009
30,240.		28,966.					1,274.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	

TOTAL GAIN(LOSS)		....					332,167.	
							==========	

STATEMENT OF ACCOUNT ACTIVITY
OCTOBER 1, 2008 TO OCTOBER 31, 2008
HILLENBRAND FAMILY FOUNDATION PCIAA

ACCOUNT NO. 590019600

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	INVESTMENT SALES AND MATURITIES				
	ANHEUSER BUSCH COS INC				
10/03/08	SOLD 500 ANHEUSER BUSCH COS INC TRADE DATE 09/30/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $15.00 BROKERAGE 500 SHARES AT $66.0015		32,985.56	24,457 50-	8,528 06
	AT & T INC				
10/03/08	SOLD 550 AT & T INC TRADE DATE 09/30/08 SOLD THROUGH CITIGROUP GLOBAL MARKETS INC. PAID $16.50 BROKERAGE 550 SHARES AT $28.812		15,830.01	14,852.75-	977 26
	BECTON DICKINSON & CO				
10/03/08	SOLD 400 BECTON DICKINSON & CO TRADE DATE 09/30/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $12.00 BROKERAGE 400 SHARES AT $80.27		32,095.82	30,820.56-	1,275 26

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	BERKSHIRE HATHAWAY INC DEL CL B				
10/09/08	SOLD 10 BERKSHIRE HATHAWAY INC DEL CL B TRADE DATE 10/06/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $0.30 BROKERAGE 10 SHARES AT $4,349.00		43,489.45	29,740.45-	13,749 00
	CATERPILLAR INC				
10/03/08	SOLD 300 CATERPILLAR INC TRADE DATE 09/30/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $9.00 BROKERAGE 300 SHARES AT $59.080667		17,715.10	22,546.50-	4,831 40-
	CISCO SYS INC				
10/03/08	SOLD 1,000 CISCO SYS INC TRADE DATE 09/30/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $30.00 BROKERAGE 1,000 SHARES AT $22.1918		22,161.67	30,664.70-	8,503 03-
	DUKE ENERGY HLDG CORP				
10/03/08	SOLD 760 DUKE ENERGY HLDG CORP TRADE DATE 09/30/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $22.80 BROKERAGE 760 SHARES AT $17.532		13,301.44	13,031 19-	270 25

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	FIRST SOLAR INC				
10/03/08	SOLD 100 FIRST SOLAR INC TRADE DATE 09/30/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $3.00 BROKERAGE 100 SHARES AT $182 33		18,229.89	23,535 77-	5,305 88-
	FMI FDS INC LARGE CAP FD				
10/14/08	SOLD 10,115.607 FMI FDS INC LARGE CAP FD TRADE DATE 10/13/08 10,115.607 SHARES AT $11.99		121,286.13	140,000.00-	18,713.87-
	GENERAL ELEC CO				
10/03/08	SOLD 1,000 GENERAL ELEC CO TRADE DATE 09/30/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N.Y PAID $30.00 BROKERAGE 1,000 SHARES AT $24.303		24,272.86	750.00	23,522.86
	GOLDMAN SACHS GROUP INC				
10/09/08	SOLD 1,000 GOLDMAN SACHS GROUP INC TRADE DATE 10/06/08 SOLD THROUGH CITIGROUP GLOBAL MARKETS INC. PAID $30.00 BROKERAGE 1,000 SHARES AT $118.58		118,549.33	6,012.00	112,537.33

STATEMENT OF ACCOUNT ACTIVITY
OCTOBER 1, 2008 TO OCTOBER 31, 2008
HILLENBRAND FAMILY FOUNDATION PCIAA

ACCOUNT NO. 590019600

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED : GAIN/LOSS
	HERITAGE SER TR MID CAP STK FD CL A				
10/14/08	SOLD 911.993 HERITAGE SER TR MID CAP STK FD CL A TRADE DATE 10/13/08 911.993 SHARES AT $19.36		17,656 18	20,000.00-	2,343 82-
	INTEL CORP				
10/03/08	SOLD 1,200 INTEL CORP TRADE DATE 09/30/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N.Y PAID $36.00 BROKERAGE 1,200 SHARES AT $18.40		22,043 87	29,765.04	7,721.17-
	IRON MTN INC PA				
10/03/08	SOLD 700 IRON MTN INC PA TRADE DATE 09/30/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N.Y PAID $21.00 BROKERAGE 700 SHARES AT $24.5371		17,154.87	25,477.48-	8,322 61-
	ISHARES INC MSCI GERMANY INDEX FD				
10/03/08	SOLD 900 ISHARES INC MSCI GERMANY INDEX FD TRADE DATE 09/30/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $27.00 BROKERAGE 900 SHARES AT $23.754		21,351.48	20,623.50-	727.98

STATEMENT A

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	ISHARES TR MSCI EAFE INDEX FD				
10/16/08	SOLD 845 ISHARES TR MSCI EAFE INDEX FD TRADE DATE 10/10/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $25.35 BROKERAGE 845 SHARES AT $41.90		35,379.95	49,877 31-	14,497 36-
	ISHARES TR RUSSELL MIDCAP INDEX FD				
10/16/08	SOLD 350 ISHARES TR RUSSELL MIDCAP INDEX FD TRADE DATE 10/10/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $10.50 BROKERAGE 350 SHARES AT $58.2456		20,375 34	30,038.93-	9,663.59-
	ISHARES TR RUSSELL 1000 GROWTH INDEX FD				
10/16/08	SOLD 1,615 ISHARES TR RUSSELL 1000 GROWTH INDEX FD TRADE DATE 10/10/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $48.45 BROKERAGE 1,615 SHARES AT $36.2654		58,519.83	79,712.89-	21,193.06-

STATEMENT OF ACCOUNT ACTIVITY
OCTOBER 1, 2008 TO OCTOBER 31, 2008
HILLENBRAND FAMILY FOUNDATION PCIAA

ACCOUNT NO. 590019600

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	JPMORGAN INTREPID GROWTH FUND SELECT CLASS(JPGSX)				
10/07/08	SOLD 3,510.532 JPMORGAN INTREPID GROWTH FUND SELECT CLASS(JPGSX) TRADE DATE 10/06/08 3,510.532 SHARES AT $17.23		60,486.47	70,000 00-	9,513 53-
	JPMORGAN LARGE CAP GROWTH FUND SELECT CLASS(SEEGX)				
10/07/08	SOLD 4,161.712 JPMORGAN LARGE CAP GROWTH FUND SELECT CLASS(SEEGX) TRADE DATE 10/06/08 4,161.712 SHARES AT $14.67		61,052 32	70,000 00-	8,947 68-
	LOCKHEED MARTIN CORP				
10/03/08	SOLD 300 LOCKHEED MARTIN CORP TRADE DATE 09/30/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N.Y PAID $9.00 BROKERAGE 300 SHARES AT $109.44		32,822 81	22,549.50-	10,273.31
	MANAGERS AMG FDS TIMESSQUARE MID CAP GROWTH FD PREMIER				
10/14/08	SOLD 4,748.338 MANAGERS AMG FDS TIMESSQUARE MID CAP GROWTH FD PREMIER TRADE DATE 10/13/08 4,748.338 SHARES AT $9.49		45,061.73	50,000.00-	4,938 27-

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	MARATHON OIL CORP				
10/03/08	SOLD 400 MARATHON OIL CORP TRADE DATE 09/30/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N Y PAID $12.00 BROKERAGE 400 SHARES AT $39.73		15,879.91	18,363 00-	2,483.09-
	NOVARTIS AG SPONSORED ADR				
10/03/08	SOLD 500 NOVARTIS AG SPONSORED ADR TRADE DATE 09/30/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N.Y PAID $15.00 BROKERAGE 500 SHARES AT $52.208		26,088.85	28,656.50-	2,567.65-
	NUCOR CORP				
10/03/08	SOLD 300 NUCOR CORP TRADE DATE 09/30/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N.Y PAID $9.00 BROKERAGE 300 SHARES AT $39.69		11,897.93	14,675 25-	2,777.32-
	OLD MUT ADVISOR FDS II ANALYTIC US LONG SHORT FD CL Z				
10/16/08	SOLD 10,643.879 OLD MUT ADVISOR FDS II ANALYTIC US LONG SHORT FD CL Z TRADE DATE 10/13/08 10,643.879 SHARES AT $9.86		104,948.65	120,000.00-	15,051.35-

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	POWERSHARES EXCHANGE-TRADED FD TR GLOBAL WTR PORT				
10/16/08	SOLD 1,000 POWERSHARES EXCHANGE-TRADED FD TR GLOBAL WTR PORT TRADE DATE 10/10/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N.Y PAID $30.00 BROKERAGE 1,000 SHARES AT $12.643		12,612.92	21,355.33	8,742.41-
	RAYTHEON CO NEW				
10/03/08	SOLD 490 RAYTHEON CO NEW TRADE DATE 09/30/08 SOLD THROUGH CITIGROUP GLOBAL MARKETS INC. PAID $14.70 BROKERAGE 490 SHARES AT $52.95		25,930.65	22,370 95-	3,559.70
	ROCHE HLDG LTD SPONSORED ADR				
10/03/08	SOLD 290 ROCHE HLDG LTD SPONSORED ADR TRADE DATE 09/30/08 SOLD THROUGH KNIGHT SECURITIES BROADCORT PAID $8.70 BROKERAGE 290 SHARES AT $77.05		22,335.67	22,488.05	152.38-

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	SCHLUMBERGER LTD				
10/03/08	SOLD 360 SCHLUMBERGER LTD TRADE DATE 09/30/08 SOLD THROUGH CITIGROUP GLOBAL MARKETS INC. PAID $10.80 BROKERAGE 360 SHARES AT $79.38		28,565.83	22,220 10-	6,345.73
	SPDR TR UNIT SER 1				
10/16/08	SOLD 830 SPDR TR UNIT SER 1 TRADE DATE 10/10/08 SOLD THROUGH SPEAR, LEEDS & KELLOGG PAID $24.90 BROKERAGE 830 SHARES AT $85.37		70,831.80	99,342.70-	28,510.90-
	TIME WARNER INC NEW				
10/03/08	SOLD 1,000 TIME WARNER INC NEW TRADE DATE 09/30/08 SOLD THROUGH CITIGROUP GLOBAL MARKETS INC. PAID $30.00 BROKERAGE 1,000 SHARES AT $13.04		13,009.92	22,345.00-	9,335.08-
	US BANCORP DEL NEW				
10/03/08	SOLD 720 US BANCORP DEL NEW TRADE DATE 09/30/08 SOLD THROUGH CITIGROUP GLOBAL MARKETS INC. PAID $21.60 BROKERAGE 720 SHARES AT $34.014		24,468 34	22,510.80-	1,957.54

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	INVESTMENTS AT TAX COST	REALIZED GAIN/LOSS
	XCEL ENERGY INC				
10/03/08	SOLD 900 XCEL ENERGY INC TRADE DATE 09/30/08 SOLD THROUGH MER LYCH/PIERCE/FENER&SMTH N.Y PAID $27.00 BROKERAGE 900 SHARES AT $19.9767		17,951.92	18,148 50-	196 58-
	JPMORGAN TAX FREE MONEY MARKET PREMIER CLASS SWEEP				
	TOTAL SALES OF JPMORGAN TAX FREE MONEY MARKET FOR PERIOD 10/01/08 TO 10/31/08		952,677.54	952,677.54-	0.00
	TOTAL INVESTMENT SALES AND MATURITIES		2,179,022 04	2,189,609.79	<10,587.75>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STONE STREET FUND 1998, LP	64.	64.
BRIDGE STREET FUND 2000, LP	1,064.	1,064.
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND	9,712.	9,712.
GS DIRECT INVESTMENT FUND 2000, LP	1,327.	1,327.
BS SPECIAL OPPORTUNITY FUND 2000, LP	1,474.	1,474.
GS VINTAGE II EMPLOYEE FUND, LP	1,814.	1,814.
BS PEP TECHNOLOGY FUND 2000, LP	774.	624.
MANAGING DIRECTOR INVESTMENT FUND I, LP	23.	23.
GS A/C #040-35309-6	74.	74.
MCP SUPPLEMENTAL FUND LP	8,099.	8,099.
JP MORGAN A/C #9923	32.	32.
JP MORGAN A/C #9600	1,827.	1,827.
FIDELITY A/C #1444	10,742.	10,742.
TOTAL	37,026.	36,876.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRIDGE STREET FUND 2000, LP	5,039.	5,284.
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND	14,702.	21,393.
BS SPECIAL OPPORTUNITY FUND 2000	3,403.	3,554.
GS VINTAGE II EMPLOYEE FUND, LP	3,612.	3,846.
BS PEP TECHNOLOGY FUND 2000, LP	-1,806.	1,417.
GS DIRECT INVESTMENT FUND 2000, LP	-1,116.	227.
2007 TAX OVERPAYMENT	11,117.	NONE
TOTALS	34,951.	35,721.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	262.	262.
2007 TAX OVERPAYMENT	11,117.	NONE
TOTALS	11,379.	262.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE	2,249.	2,097.
STONE STREET FUND 1998, LP	123.	123.
BRIDGE STREET FUND 2000, LP	668.	666.
GS CAPITAL PARTNERS 2000 E. FD	853.	842.
GS DIRECT INVESTMENT FUND 2000	162.	162.
BS SPECIAL OPPORTUNITY FUND	1,766.	1,765.
MANAGING DIRECTOR INVEST. FUND	45.	45.
GS VINTAGE II EMPLOYEE FUND LP	2,843.	2,841.
BS PEP TECHNOLOGY FUND 2000 LP	4,067.	4,046.
MCP SUPPLEMENTAL FUND LP	2,135.	2,135.
MISCELLANEOUS BANK FEES	37.	37.
TOTALS	14,948.	14,759.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS INSTITUTIONAL LI ASSETS FED	37,826.	37,826.
SEE STATEMENT C ATTACHED	822,685.	935,969.
TOTALS	860,511.	973,795.

Fidelity
INVESTMENTS

Investment Report

September 1, 2009 - September 30, 2009

FIDELITY PRIVATE CLIENT GROUP℠

Envelope 135444301

M ROCH HILLENBRAND
THE HILLENBRAND FAMILY FOUNDAT
149 10TH AVE S
NAPLES FL 34102-6818

Online	Fidelity com
FAST(sm)-Automated Telephone	800-544-5555
Private Client Group	800-544-5704

Fidelity Account℠ Z70-231444 THE HILLENBRAND FAMILY FOUNDAT U/A 02/01/99 M R HILLENBRAND AND CAROL S HILLENBRAND TRUSTEES

Holdings (Symbol) as of September 30, 2009	Quantity September 30 2009	Price per Unit September 30, 2009	Total Cost Basis	Total Value September 1, 2009	Total Value September 30 2009
Stocks *56% of holdings*					
GOLDMAN SACHS GROUP INC (GS)	1,000 000	$184.350	$120,708 20	$165,460 00	$184 350 00
PROSHARES ULTRASHORT LEHMAN BROS 20+ YR TREAS (TBT)	2,000 000	44 010	95 834 62	93,120 00	88,020 00
S & P 500 DEPOSITORY RECEIPT (SPY)	2,000 000	105 590	182,715 40	204,920 00	211 180 00
SECTOR SPDR TR SHS BEN INT FINANCIAL (XLF)	3,000 000	14 940	37 670 00	44 100 00	44 820 00

STATEMENT C

Fidelity
INVESTMENTS

FIDELITY PRIVATE
CLIENT GROUP℠

Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ Z70-231444 THE HILLENBRAND FAMILY FOUNDAT U/A 02/01/99 M R HILLENBRAND AND CAROL S HILLENBRAND TRUSTEES

Holdings (Symbol) as of September 30, 2009	Quantity September 30, 2009	Price per Unit September 30, 2009	Total Cost Basis	Total Value September 1, 2009	Total Value September 30, 2009
Mutual Funds ***30% of holdings***					
PIMCO TOTAL RETURN CLASS D (PTTDX)	20,378.372	10.920	206,214.94	218.646.86	222.531.82
VANGUARD INTERMED TRM INVST GR INVEST (VFICX)	6,000.538	9.620	52,200.01	56.752.63	57,725 17
Core Account ***14% of holdings***					
CASH	127,342.260	1.000	127,342.26	357.510.72	127,342.26
For balances between $100,000 00 and $199,999 99, the current interest rate is 00 07%					
Total Market Value			$822,685.43		**$935,969.25**

STATEMENT C

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS PRINCETON FUND, SR 1	NONE	NONE
XANTHOS INVESTMENT PARTNERS	500,000.	1,499,481.
ALTAIR RISING STARS	NONE	NONE
BS PEP TECH FUND 2000, LP	5,050.	4,383.
GS VINTAGE II EMPLOYEE FUND,LP	115,573.	82,006.
MANAGING DIRECTOR INV FD I, LP	3,109.	905.
STONE STREET FUND 1998, LP	9,518.	6,368.
GS CAP PTNRS 2000 EMP FD, LP	479,123.	453,764.
BS SPECIAL OPPOR FD 2000, LLC	158,627.	134,103.
GS DIRECT INVEST. FD 2000, LP	62,621.	79,662.
BS FUND 2000, LP	94,490.	93,824.
MED AVANTE	99,999.	99,999.
MCP SUPPLEMENTAL FUND	217,026.	232,725.
BLUE ORCHID	500,000.	506,585.
ALTAIR STARS FUND LIMITED HLDG	243,882.	265,070.
TOTALS	2,489,018.	3,458,875.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		2,797.
	TOTAL	2,797.

STATEMENT 7

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL R. HILLENBRAND 149 10TH AVENUE SOUTH NAPLES, FL 34102	TRUSTEE VARIOUS	NONE	NONE	NONE
CAROL HILLENBRAND 149 10TH AVENUE SOUTH NAPLES, FL 34102	TRUSTEE VARIOUS	NONE	NONE	NONE
JUSTIN HILLENBRAND C/O MICHAEL R. HILLENBRAND 149 10TH AVENUE SOUTH NAPLES, FL 34102	TRUSTEE VARIOUS	NONE	NONE	NONE
MOLLY VERNON C/O MICHAEL R. HILLENBRAND 149 10TH AVENUE SOUTH NAPLES, FL 34102	TRUSTEE VARIOUS	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FEDERAL FOOTNOTES
================

PART XIII, LINE 4C: THE FOUNDATION HEREBY ELECTS, PURSUANT TO REG. SEC 53.4942(A)-3(D)(2), TO APPLY ALL OF THE 2008 QUALIFYING DISTRIBUTIONS TO CORPUS.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2008

Name of estate or trust THE HILLENBRAND FAMILY FOUNDATION
C/O MICHAEL R. HILLENBRAND

Employer identification number 13-4050660

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see page 4 of the instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	47.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	47.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see page 4 of the instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	332,120.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	332,120.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

JSA
8F1210 2 000

Part III **Summary of Parts I and II** **Caution:** *Read the instructions **before** completing this part.*		**(1)** Beneficiaries' (see page 5)	**(2)** Estate's or trust's	**(3)** Total
13 **Net short-term gain or (loss)**	13			47.
14 **Net long-term gain or (loss):**				
a Total for year	14a			332,120.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			332,167.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of **a** The loss on line 15, column (3) **or** **b** $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20 Add lines 18 and 19	20					
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22 Subtract line 21 from line 20 If zero or less, enter -0-			22			
23 Subtract line 22 from line 17 If zero or less, enter -0-			23			
24 Enter the **smaller** of the amount on line 17 or $2,200			24			
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26 Subtract line 25 from line 24			26			
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29 Subtract line 28 from line 27			29			
30 Multiply line 29 by 15% (15)					30	
31 Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					31	
32 Add lines 30 and 31					32	
33 Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust
THE HILLENBRAND FAMILY FOUNDATION

Employer identification number
13-4050660

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a VANGUARD INTERMED TRM INVST GR INVEST	VAR	3/27/2009	47.	NONE	47.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 47.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	THRU VARIOUS PARTNERSHIPS	VAR	VAR			143,642.
	ALTAIR STARS- REDEMPTION	VAR	MAR 2009	414,881.	500,000.	-85,119.
	GS PRINCETON FUND-REDEMPTION	VAR	FEB 2009	1,244,318.	968,602.	275,716.
	STOCKTON HOLDINGS-LIQUIDATING DISTRIBUTION	VAR	10/09/2008	8,750.	NONE	8,750.
	THRU JP MORGAN A/C #9600-SEE STMT A	VAR	VAR	2,179,022.	2,189,610.	-10,588.
	VANGUARD INTERMED TRM INVST GR INVEST	VAR	03/27/2009	99.	NONE	99.
	1,227.062 SHS ALTAIR STARS FUND HOLDING	VAR	03/01/2009	121,052.	122,706.	-1,654.
	289.6563 SHS ALTAIR STARS FUND HOLDING	VAR	06/26/2009	30,240.	28,966.	1,274.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 332,120.

The Hillenbrand Family Foundation
EIN: 13-4050660
F/Y/E 09/30/2009

990-PF, Part XV, Line 3a

Name and Address of Recipient	Status of Recipient	Purpose of Grant	Amount of Contribution
Becket/Chimney Corners YMCA, Becket, MA	IRC Section 501 (c)(3)	For General Fund	558,368 00
Boston College, Chestnut Hill, MA	IRC Section 501 (c)(3)	For General Fund	500 000 00
All Kinds of Minds, Chapel Hill, NC	IRC Section 501 (c)(3)	For General Fund	338,333 00
University of Wisconsin-Oshkosh Foundation, Oshkosh, WI	IRC Section 501 (c)(3)	For General Fund	230,668 00
The Robin Hood Foundation, New York, NY	IRC Section 501 (c)(3)	For General Fund	50,000 00
Children's Museum of Naples, Naples, FL	IRC Section 501 (c)(3)	For General Fund	50,000 00
HiTops, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	95,000 00
American Saddlebred Museum, Lexington, KY	IRC Section 501 (c)(3)	For General Fund	39,333 00
Stuart Country Day School, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	25,000 00
Princeton Day School, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	20,000 00
Operation Smile, New York, NY	IRC Section 501 (c)(3)	For General Fund	10,000 00
Redmond/Sammamish Boys & Girls Club, Redmond, VA	IRC Section 501 (c)(3)	For General Fund	10,000 00
Dana Farber Cancer Institute. Boston, MA	IRC Section 501 (c)(3)	For General Fund	7,500 00
Naples Children & Education Foundation, Naples, FL	IRC Section 501 (c)(3)	For General Fund	7,500 00
Aspen Institute, Washington, DC	IRC Section 501 (c)(3)	For General Fund	7,000 00
Shelter for Abused Women, Naples, FL	IRC Section 501 (c)(3)	For General Fund	5,000 00
American Cancer Society, Atlanta, GA	IRC Section 501 (c)(3)	For General Fund	4,000 00
Martha's Vineyard Preservation Trust, Edgartown, MA	IRC Section 501 (c)(3)	For General Fund	2,000 00
ENABLE, Trenton, NJ	IRC Section 501 (c)(3)	For General Fund	1,000 00
Trinity Counseling Service, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	1,000 00
Total Contributions Paid			$ 1,961,702 00

4 4

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization THE HILLENBRAND FAMILY FOUNDATION C/O MICHAEL R. HILLENBRAND	**Employer identification number** 13-4050660
	Number, street, and room or suite no If a P O box, see instructions 149 10TH AVENUE SOUTH	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NAPLES, FL 34102	

Check type of return to be filed (file a separate application for each return)

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ MICHAEL R. HILLENBRAND

Telephone No ▶ 239 434-7916 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ ☐ If it is for part of the group, check this box . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15 , 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☐ calendar year ______ or

▶ ☒ tax year beginning 10/01 , 2008 , and ending 09/30 , 2009

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 2,600.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 11,117.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization THE HILLENBRAND FAMILY FOUNDATION C/O MICHAEL R. HILLENBRAND	**Employer identification number** 13-4050660
	Number, street, and room or suite no If a P O box, see instructions. 149 10TH AVENUE SOUTH	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NAPLES, FL 34102	

Check type of return to be filed (File a separate application for each return)

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MICHAEL R. HILLENBRAND
  Telephone No. ▶ 239 434-7916 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . ▶ ☐ If it is for part of the group, check this box . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 08/15/2010

5 For calendar year ______ , or other tax year beginning 10/01/2008 , and ending 09/30/2009

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$ 2,600.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 11,117.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Rebecca Au, CPA Title ▶ CPA Date ▶ 5/12/10

ERNST & YOUNG U.S. LLP
5 TIMES SQUARE
NEW YORK, NY 10036