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

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

Name of foundation
MOTHERSHEAD FOUNDATION
C/O JON F. SPADORCIA

Number and street (or P O box number if mail is not delivered to street address) / Room/suite
ONE AMERICAN SQUARE 2000

City or town, state, and ZIP code
INDIANAPOLIS, IN 46282

A Employer identification number
35-1844375

B Telephone number
(317) 633-4884

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,082,454.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
	4 Dividends and interest from securities	116,633.	116,633.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	57,887.			
	b Gross sales price for all assets on line 6a 1,966,969.				
	7 Capital gain net income (from Part IV, line 2)		57,887.		
	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	276.	96.		STATEMENT 3
	12 **Total** Add lines 1 through 11	174,801.	174,621.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees etc	0.	0.		0.
	14 Other employee salaries and wages	42,000.	21,000.		21,000.
	15 Pension plans, employee benefits	9,344.	4,672.		4,672.
	16a Legal fees STMT 4	14,830.	14,830.		0.
	b Accounting fees				
	c Other professional fees STMT 5	12,199.	12,199.		0.
	17 Interest				
	18 Taxes STMT 6	7,348.	5,575.		1,773.
	19 Depreciation and depletion	605.	0.		
	20 Occupancy	13,435.	6,717.		6,718.
	21 Travel, conferences, and meetings				
	22 Printing and publications	11.	5.		6.
	23 Other expenses STMT 7	3,161.	3,161.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	102,933.	68,159.		34,169.
	25 Contributions, gifts, grants paid	213,820.			213,820.
	26 **Total expenses and disbursements** Add lines 24 and 25	316,753.	68,159.		247,989.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<141,952.>			
	b **Net investment income** (if negative, enter -0-)		106,462.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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14550810 765924 MOTHF60001 2009.03012 MOTHERSHEAD FOUNDATION C/O MOTHF601

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	300,176.	44,137.	44,137.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock STMT 8	1,793,527.	1,845,535.	2,035,997.
c Investments - corporate bonds STMT 9	1,839,426.	1,965,192.	2,001,072.
11 Investments - land, buildings and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 10	63,426.	0.	0.
14 Land, buildings, and equipment: basis ▶ 13,278.			
Less accumulated depreciation STMT 11 ▶ 12,083.	1,570.	1,195.	1,195.
15 Other assets (describe ▶ STATEMENT 12)	53.	53.	53.
16 **Total assets** (to be completed by all filers)	3,998,178.	3,856,112.	4,082,454.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 13)	1,236.	1,122.	
23 **Total liabilities** (add lines 17 through 22)	1,236.	1,122.	
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	3,831,609.	3,831,609.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	165,333.	23,381.	
30 **Total net assets or fund balances**	3,996,942.	3,854,990.	
31 **Total liabilities and net assets/fund balances**	3,998,178.	3,856,112.	

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	3,996,942.
2 Enter amount from Part I, line 27a	2	<141,952.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,854,990.
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	3,854,990.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,966,969.		1,909,082.	57,887.

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				57,887.

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	57,887.
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 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))
2008	292,808.	4,659,068.	.062847
2007	404,176.	5,727,710.	.070565
2006	256,887.	5,421,493.	.047383
2005	337,656.	4,543,852.	.074311
2004	282,801.	4,430,461.	.063831

2 **Total** of line 1, column (d)	2	.318937
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	.063787
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,915,910.
5 Multiply line 4 by line 3	5	249,784.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,065.
7 Add lines 5 and 6	7	250,849.
8 Enter qualifying distributions from Part XII, line 4	8	247,989.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,129.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,129.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,129.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,403.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	3,403.
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	1,274.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		1,274. **Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ 0. **(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*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ JULIE BROOKS, BOOKKEEPER Telephone no. ▶ (317) 257-8208
Located at ▶ 6311 E. WESTFIELD BLVD., SUITE 205A, INDIANAPOLIS ZIP+4 ▶ 46220

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		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)? ☐ Yes ☒ No

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

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

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

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

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

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

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

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
KATHARINE M. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.
RICHARD D. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 14	70,000.
2 SEE STATEMENT 15	50,000.
3 EITELJORG MUSEUM - PLEDGE TO FUND THE MUSEUM'S PURPOSE OF INSPIRING AN UNDERSTANDING AND APPRECIATION OF THE ART, HISTORY AND CULTURE OF INDIGENOUS PEOPLES OF NORTH AMERICA	25,000.
4 CONTRIBUTED TO OTHER CHARITABLE ORGANIZATIONS TO PROMOTE THE FOUNDATION'S WORK AND TO GAIN SUPPORTERS	68,820.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	3,717,983.
b	Average of monthly cash balances	1b	257,560.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	3,975,543.
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	3,975,543.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,633.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,915,910.
6	**Minimum investment return** Enter 5% of line 5	6	195,796.

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	195,796.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 2,129.		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	2,129.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	193,667.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	193,667.
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	193,667.

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	247,989.
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	247,989.
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	247,989.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				193,667.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005 45,570.				
c From 2006				
d From 2007 126,464.				
e From 2008 61,845.				
f **Total** of lines 3a through e	233,879.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 247,989.				
a Applied to 2008, 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 2009 distributable amount				193,667.
e Remaining amount distributed out of corpus	54,322.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	288,201.			
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 2008. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	288,201.			
10 Analysis of line 9				
a Excess from 2005 45,570.				
b Excess from 2006				
c Excess from 2007 126,464.				
d Excess from 2008 61,845.				
e Excess from 2009 54,322.				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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 of the person to whom applications should be addressed

SEE STATEMENT 16

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE SEE ATTACHED SEE ATTACHED 46220	SEE ATTACHED	SEE ATTACHED	SEE ATTACHED	213,820.
Total			▶ 3a	213,820.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5.	
4 Dividends and interest from securities			14	116,633.	
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			01	96.	
8 Gain or (loss) from sales of assets other than inventory			18	57,887.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CALUMET SPECIALTY					
b PRODUCTS K-1	310000	180.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		180.		174,621.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 174,801.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Katharine M. Krause | 8/11/2010 | TRUSTEE
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Jon F Spadorcia	Date 8/10/10	Check if self-employed ☐	Preparer's identifying number P00052321
Firm's name (or yours if self-employed) address and ZIP code: HALL RENDER KILLIAN HEATH & LYMAN PC, 1 AM SQUARE, # 2000, INDIANAPOLIS, IN 46282		EIN	Phone no. (317)633-4884

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	STIFEL NICOLAUS (0155)	P	VARIOUS	VARIOUS
b	STIFEL NICOLAUS (0155)	P	VARIOUS	VARIOUS
c	STIFEL NICOLAUS (0378)	P	VARIOUS	VARIOUS
d	STIFEL NICOLAUS (0378)	P	VARIOUS	VARIOUS
e	MERRILL LYNCH (04H17)	P	04/08/09	05/05/09
f	MERRILL LYNCH (04H17) LT GAINS	P	VARIOUS	VARIOUS
g	MERRILL LYNCH (04H17) LT LOSSES	P	VARIOUS	VARIOUS
h	CALUMET SPECIALTY PRODUCTS - ADJUST STIFEL COST B	P	08/20/08	04/16/09
i	POWERSHARES - ADJUST BASIS IN STIFEL 0378	P	02/27/09	05/20/09
j	COST BASIS ADJUSTMENTS	P	VARIOUS	VARIOUS
k	CAPITAL GAINS DIVIDENDS			
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	439,667.		441,510.	<1,843.>
b	555,000.		553,163.	1,837.
c	292,798.		312,387.	<19,589.>
d	535,612.		403,883.	131,729.
e	4,807.		2,311.	2,496.
f	68,428.		52,304.	16,124.
g	67,807.		150,002.	<82,195.>
h			<1,241.>	1,241.
i			<64.>	64.
j			<5,173.>	5,173.
k	2,850.			2,850.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<1,843.>
b				1,837.
c				<19,589.>
d				131,729.
e				2,496.
f				16,124.
g				<82,195.>
h				1,241.
i				64.
j				5,173.
k				2,850.
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	57,887.
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

923591
04-24-09

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis *	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LA-Z-BOY DESK	110100	200DB	5.00	16	1,086.			1,086.	1,086.		0.
3	NEC 15" MONITOR	103000	200DB	5.00	16	1,050.			1,050.	1,050.		0.
4	SOFTWARE	111400	200DB	5.00	16	551.			551.	551.		0.
7	MONITOR	111400	200DB	5.00	16	1,358.			1,358.	1,358.		0.
9	LAPTOP COMPUTER	040101	200DB	5.00	16	4,500.			4,500.	4,500.		0.
10	OFFICE FURNITURE	111801	200DB	5.00	16	525.			525.	525.		0.
11	CALCULATOR	091101	200DB	5.00	16	99.			99.	99.		0.
12	COMPUTER	090105	200DB	5.00	16	1,833.			1,833.	1,490.		137.
13	LA-Z-BOY FURNITURE	120406	200DB	5.00	16	1,113.			1,113.	725.		155.
14	SOFA (2001)	010108	SL	5.00	17	525.			525.	53.		105.
15	3 BOOKCASES (2007)	010108	SL	5.00	17	270.			270.	27.		54.
16	SMALL REFRIGERATOR (2007)	010108	SL	5.00	17	138.			138.	14.		28.
17	HP PRINTER (2009)	031609	SL	5.00	19B	162.		81.	81.			89.
18	PALM ZIRE 32 (2009)	042009	SL	5.00	19B	68.		34.	34.			37.
	* TOTAL 990-PF PG 1 DEPR					13,278.		115.	13,163.	11,478.	0.	605.

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

SOURCE	AMOUNT
JP MORGAN CHASE ACCT (W02088008)	1.
JP MORGAN CHECKING (654252410)	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CALUMET SPECIALTY PRODUCTS	7.	0.	7.
MERRILL LYNCH - 655 04H17 INT	21.	0.	21.
MERRILL LYNCH - 655-04H17 DIVS	11,596.	0.	11,596.
POWERSHARES DB AGRI FUND	10.	0.	10.
STIFEL NICOLAUS 0378 INTEREST	1,024.	0.	1,024.
STIFEL NICOLAUS 0378 NON DIV DIST	1,547.	0.	1,547.
STIFEL, NICOLAUS (0155) ACCRUED INT PD ON PURCH	<10,788.>	0.	<10,788.>
STIFEL, NICOLAUS (0155) INT	92,495.	0.	92,495.
STIFEL, NICOLAUS (0378) DIVS	23,571.	2,850.	20,721.
TOTAL TO FM 990-PF, PART I, LN 4	119,483.	2,850.	116,633.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT PROCEEDS (JP MORGAN ACCT)	96.	96.	
CALUMET SPECIALTY PRODUCTS K-1	180.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	276.	96.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HALL RENDER	14,830.	14,830.		0.
TO FM 990-PF, PG 1, LN 16A	14,830.	14,830.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JP MORGAN CHASE MANAGEMENT FEES	1,833.	1,833.		0.
ELLIOTT MANAGEMENT FEES	3,366.	3,366.		0.
CONSULTING FOR LONG RANGE PLAN	7,000.	7,000.		0.
TO FORM 990-PF, PG 1, LN 16C	12,199.	12,199.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	504.	504.		0.
INDIANA UNEMPLOYMENT TAX	116.	58.		58.
FICA TAXES	2,604.	1,302.		1,302.
MEDICARE TAXES	609.	305.		304.
US TREASURY - FORM 990PF QTRLY PAYMENTS	3,300.	3,300.		0.
941 TAX DUE FROM PRIOR YEAR	33.	16.		17.
WH-1 TAX DUE FROM PRIOR YEAR	1.	0.		1.
PERSONAL PROPERTY TAX DUE FROM 2007	181.	90.		91.
TO FORM 990-PF, PG 1, LN 18	7,348.	5,575.		1,773.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHED	3,074.	3,074.		0.
POWERSHARES K-1 INVESTMENT EXPENSE	50.	50.		0.
CALUMET K-1 CHARITY	2.	2.		0.
CALUMET K-1 NON-DEDUCTIBLE EXPENSES	11.	11.		0.
POWERSHARES K-1 - SECTION 1256 STRADDLES	24.	24.		0.
TO FORM 990-PF, PG 1, LN 23	3,161.	3,161.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH - SECURITIES 04H17	720,436.	777,766.
STIFEL, NICOLAUS 0378 - SECURITIES	1,125,087.	1,258,227.
BANK ONE - EQUITIES	12.	4.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,845,535.	2,035,997.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STIFEL, NICOLAUS 0155 - BONDS	1,946,182.	1,979,933.
STIFEL, NICOLAUS 0378 - BONDS	19,010.	21,139.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,965,192.	2,001,072.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STIFEL, NICOLAUS 0378 - MUTUAL FUNDS	COST	0.	0.
STIFEL, NICOLAUS 0378 - OTHER INV.(CALUMET K-1)	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LA-Z-BOY DESK	1,086.	1,086.	0.
NEC 15" MONITOR	1,050.	1,050.	0.
SOFTWARE	551.	551.	0.
MONITOR	1,358.	1,358.	0.
LAPTOP COMPUTER	4,500.	4,500.	0.
OFFICE FURNITURE	525.	525.	0.
CALCULATOR	99.	99.	0.
COMPUTER	1,833.	1,627.	206.
LA-Z-BOY FURNITURE	1,113.	880.	233.
SOFA (2001)	525.	158.	367.
3 BOOKCASES (2007)	270.	81.	189.
SMALL REFRIGERATOR (2007)	138.	42.	96.
HP PRINTER (2009)	162.	89.	73.
PALM ZIRE 32 (2009)	68.	37.	31.
TOTAL TO FM 990-PF, PART II, LN 14	13,278.	12,083.	1,195.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
941 RECEIVABLE FROM US GOVT	20.	20.	20.
WH-1 RECEIVABLE FROM INDIANA DEPT OF REV	33.	33.	33.
TO FORM 990-PF, PART II, LINE 15	53.	53.	53.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INDIANA STATE AND COUNTY TAX WITHHELD (WH-1)	246.	192.
FORM 941 FOR DECEMBER, 2008	990.	0.
FORM 941 FOR DECEMBER, 2009	0.	930.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,236.	1,122.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY ONE

CHILDREN'S MUSEUM OF INDIANAPOLIS - DONATION FOR POWER OF CHILDREN CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE MUSEUM'S MASTER CAMPUS PLAN, WHICH WILL SUPPORT THE MUSEUM'S MISSION TO CREATE EXTRAORDINARY LEARNING EXPERIENCES THAT HAVE THE POWER TO TRANSFORM THE LIVES OF CHILDREN AND FAMILIES

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	70,000.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY TWO

INDIANA HISTORICAL SOCIETY - DONATION FOR THE CAMPAIGN FOR THE INDIANA EXPERIENCE TO HELP UNDERWRITE THE CAMPAIGN WHICH ALLOWS THE PUBLIC TO EXPERIENCE HISTORY IN A NEW AND ENGAGING WAY

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	50,000.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JULIE BROOKS, C/O MOTHERSHEAD FOUNDATION
6311 WESTFIELD BLVD., SUITE 205
INDIANAPOLIS, IN 46220

TELEPHONE NUMBER

(317) 257-8208

FORM AND CONTENT OF APPLICATIONS

LETTER ON BEHALF OF SUBMITTING ORGANIZATION; MUST BE A
501(C)(3)ORGANIZATION EXPRESSING THE NEED FOR THE FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Funding Information - 2009
Mothershead Foundation

Charles A. Tindley Accelerated School 3960 Meadows Drive Indianapolis, IN 46205 *Donation - Supporting the School which is designed to to offer powerful learning opportunities and an innovative classroom structure to keep students interested, engaged, and enrolled in school.*	$ 1,000.00
Children's Museum of Indianapolis P. O. Box 3000 Indianapolis, IN 46206 *Donation - Power of Children Campaign to support the construction and renovation work encompassed in the Museum's Master Campus Plan, which will support the Museum's Mission to create extraordinary learning experiences that have the power to transform the lives of children and families.*	$ 70,000.00
Civic Theatre of Indianapolis 3200 Cold Springs Road Indianapolis, IN 46222 *Donation - Laugh-In Table (Major Fundraiser for Civic's Education and Outreach Programs)*	$ 1,000.00
Crown Hill Heritage Foundation 700 West 38th Street Indianapolis, IN 46208 *Pledge to support 'The Campaign for Crown Hill' which will preserve and renovate the historic landmarks at Crown Hill*	$ 10,000.00
Cystic Fibrosis Foundation 1261 West 86th Street, Suite E2 Indianapolis, IN 46260 *Donation to support their mission to development of the means to cure and control cystic fibrosis and to improve the quality of life for those with the disease.*	$ 500.00
Dyslexia Institute of Indiana 2511 East 46th Street, Suite O-2 Indianapolis, IN 46205 *Donation to further their work with children, adolescents and adults with specific language disabilities.*	$ 5,000.00
Eiteljorg Museum 500 West Washington Street Indianapolis, IN 46204 *Pledge to fund the Museum's purpose of inspiring an understanding and appreciation of the art, history and culture of indigenous peoples of North America.*	$ 25,000.00
Farmhouse Fraternity Foundation 11020 N.W. Ambassador, Suite 330 Kansas City, MO 64153 *Donation to the Annual Fund to underwrite the Power of 7 Educational Seminar*	$ 7,000.00

Funding Information - 2009

Mothershead Foundation

Indiana Historical Society 450 W. Ohio Street Indianapolis, IN 46202	
Patron Table for Living Legends Dinner, a fundraiser supporting the Society's educational programs throughout Indiana, collection acquisitions, library services, book publications, outreach programming and the preservation of Indiana history.	$ 3,500.00
Pledge to help underwrite the Campaign for the Indiana Experience which allows the public to experience history in a new and engaging way.	$ 50,000.00
Indiana Unveristy Foundation Attention: Bobbi Bosch 950 N. Meridian #250 Indianapolis, IN 46204	
Pledge to fund the restoration of the historic Ball Nurses's Garden	$ 5,000.00
Indianapolis Garden Club The Garden Club of America 14 East 60th Street New York, NY 10022	
Donation to underwrite the Awards for the local club which promotes interest and education on gardening	$ 320.00
Indianapolis-Marion County Public Library Foundation, Inc. P. O. Box 6134 - 2450 North Meridian Street Indianapolis, IN 46206-6134	
Pledge to fund the renovation to and construction of the addition to the Central Library of Indianapolis	$ 10,000.00
Indianapolis Museum of Art 4000 N. Michigan Road Indianapolis, IN 56208	
Underwriting of Nonie's Garden on the Museum Grounds which serves its creative interests by fostering exploration of art, design, and the natural environment.	$ 5,000.00
Indianapolis Senior Center, Inc. 702 East Michigan Street Indianapolis, IN 46202	
Pledge to the Capital Campaign to acquire, renovate and expand the Indianapolis Senior Center which provides programs and services that enhance the lives of adults 55 years and older	$ 5,000.00
Lacy Leadership Association 615 N. Alabama St., Suite 119 Indianapolis, IN 46204	
Pledge to the Lacy Leadership Association which develops, engages and mobilizes current and future leaders to encourage philanthropic involvement that helps the Indianapolis community thrive.	$ 1,000.00

Funding Information - 2009
Mothershead Foundation

Midwest Academy of Indiana 801 Congressional Boulevard Carmel, IN 46032 *Underwrite Gala. A fundraiser for Midwest Academy of Indiana, a school that offers the willing, but frustrated, learner a place to thrive academically and socially.*	$ 5,000.00
Ovar'coming Together, Inc. 3050 North Meridian Street Indianapolis, IN 46208 *Sponsorship of Bag Lady Luncheon which raises money to fund cancer research*	$ 2,500.00
Second Presbyterian Church 7700 North Meridian Street Indianapolis, IN 46260 *Annual Gift for General Operating Fund*	$ 6,000.00
Wabash County Historical Museum 36 East Market Street Wabash, IN 46992 *Donation to the Museum whose mission is to collect, preserve, document and display aural, visual and physical artifacts which tell the history of life in Wabash County.*	$ 1,000.00
TOTAL	$213,820.00

MOTHERSHEAD FOUNDATION
FYE 12/31/09
FORM 990-PF
35-1844375

SUMMARY OF EXPENSE SCHEDULES

PART I - LINE 15 - Employee benefits:

Indiana Comprehensive Health	9,344.49

PART I - LINE 16 - Professional Fees

a. Legal Fees - Hall, Render, Killian, Heath & Lyman, PSC	14,830.15
c. Other - JP Morgan Chase Management Fees	1,833.37
- Elliott Management Fees	3,366.00
	5,199.37
- Consulting Fees	7,000.00

PART I - LINE 19 - Depreciation

See attached form 4562

PART I - LINE 20 - Occupancy

Rent	12,025.00
AT&T	1,409.53
Total Occupancy Expense:	13,434.53

PART I - LINE 21 - Travel, conferences and meetings

Travel and Meetings	-

PART I - LINE 22 - Printing

FedEx / Kinko's	10.98

PART I - LINE 23 - Other Expenses

Parking	400.00
Computer Expenses	493.18
Meals and Entertainment	173.04
Memberships and Dues	720.00
Office Supplies	573.49
Service Fees, Wire Transfer Fees, Transfer fees, Check order	327.50
U.S. Postal Service	60.00
Worker's Compensation Premium	327.00
TOTAL:	3,074.21

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34008 17004 3401
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TAXPAYER ID: 35-1844375

SUPPLEMENTAL INFORMATION AS OF 12/31 - COST BASIS TRANSACTIONS FOR TAX YEAR 2009

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
3MW BK N AMER3 55 090809 CUSIP. 05568PFQ5	50,000 00	12/17/08	09/08/09	$50,593 50		$50,000 00	($593.50)
COMPASS BANK 3 15 060109 CUSIP· 20449EK47	50,000 00	10/28/08	06/01/09	$50,000 00		$50,000 00	$0 00
CORNERSTONEBK 1.8 060509 CUSIP: 21923UKN2	75,000.00	12/17/08	06/05/09	$75,000.00		$75,000 00	$0.00
FHLB BOND 4 0 111312 CUSIP. 3133XR3X6	60,000.00	04/29/08	04/22/09	$60,005 00		$59,845 60	($159.40)
FHLB BOND 4.25 061113 CUSIP. 3133XRD56	75,000.00	05/29/08	04/22/09	$74,536 25		$75,026.50	$490.25
FHLB BOND 4.75 072312 CUSIP 3133XRRM4	50,000.00	06/26/08	01/23/09	$50,005 00		$50,000 00	($5 00)
HARTFORD NOTES7 9 061510 CUSIP 416515AE4	10,000.00	02/02/09	02/18/09	$10,245 60		$9,795 00	($450 60)
NATL RURAL 5.75 082809 CUSIP 637432CV5	70,000.00	04/22/09	08/28/09	$71,125.00		$70,000 00	($1,125 00)
		TOTAL SHORT TERM		**$441,510.35**	**$441,510.35**	**$439,667.10**	**($1,843.25)**

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
RIDGEVIEW BK 4.7 052109 CUSIP. 108551FM9	50,000 00	11/13/07	05/21/09	$50,000 00		$50,000.00	$0.00
MNTY CNTRL 4 6 123109 CUSIP 20364SDY9	15,000 00	12/18/07	12/31/09	$15,000 00		$15,000 00	$0.00
HLB BOND 4 05 081313 CUSIP 3133XPJV7	75,000 00	01/31/08	02/13/09	$75,005 00		$75,000.00	($5.00)
LAGSTAR BK 4.9 092809 CUSIP 33847EZP5	75,000 00	09/20/07	09/28/09	$75,000 00		$75,000.00	$0 00

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LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
GTE CALIF INC 5.5 011509 CUSIP: 362311AJ1	50,000 00	11/16/06	01/15/09	$50,417 50		$50,000 00	($417 50)
GEORGIA BANK 3.2 120409 CUSIP: 373128BZ9	50,000 00	11/19/08	12/04/09	$50,000.00		$50,000 00	$0.00
HSBC INTRNTS 5.35 051509 CUSIP 40429XKW5	50,000 00	05/03/06	05/15/09	$50,000.00		$50,000 00	$0 00
MERRILL MTN 4.125 091009 CUSIP: 59018YUH2	50,000.00	08/15/06	09/10/09	$48,480.00		$50,000.00	$1,520.00
PARAGON COML 4 5 032709 CUSIP: 69911QF34	50,000 00	12/18/07	03/27/09	$50,000.00		$50,000.00	$0 00
REPUBLIC BK 4 55 062209 CUSIP: 760310LJ9	50,000 00	12/18/07	06/22/09	$50,000 00		$50,000 00	$0 00
BANK OF AMER STP 101509 CUSIP. Q1269AAJ2	40,000 00	01/11/07	10/16/09	$39,260 20		$40,000 00	$739 80
		TOTAL LONG TERM		$553,162.70	$553,162.70	$555,000.00	$1,837.30

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
AT&T INC CUSIP 00206R102	150 00	04/23/09	06/09/09	$3,884 36		$3,567.34	($317 02)
AT&T INC CUSIP 00206R102	725 00	04/23/09	08/25/09	$18,774 35		$18,789 51	$15 16
ABBOTT LABORATORIES CUSIP 002824100	675 00	08/28/08	01/29/09	$40,016 57		$36,279 00	($3,737 57)
ABBOTT LABORATORIES CUSIP 002824100	100 00	05/22/09	06/09/09	$4,460 63		$4,367 33	($93 30)
BANK OF AMERICA CORP CUSIP 060505104	350 00	05/21/09	06/09/09	$4,064 09		$4,090 50	$26 41
BERKSHIRE HATHAWAY CL B CUSIP 084670207	3 00	09/18/08	06/09/09	$12,539 84		$8,835 08	($3,704 76)
CALUMET SPECIALTY PRODS CUSIP 131476103	1,525 00	08/20/08	04/16/09	$20,138 74	$20,138 74	$14,756 49	($5,382 25)
CENTURYTEL INC CUSIP 156700106	0.50	04/20/09	07/01/09	$12 85		$15 48	$2 63
ISHS MCSI BRIC INDEX FD CUSIP 464286657	150 00	03/24/09	06/09/09	$3,976 87		$5,399 69	$1,422 82
LEUCADIA NATL CORP CUSIP 527288104	150 00	09/18/08	06/09/09	$5,658 50		$3,228.81	($2,429 69)
MOSAIC COMPANY CUSIP 61945A107	50 00	10/30/08	06/09/09	$1,860 39		$2,618.53	$758 14
NOKIA CORP SPONS ADR CUSIP. 654902204	875 00	10/30/08	01/20/09	$14,612 08		$11,198 31	($3,413 77)
NUCOR CORP CUSIP 670346105	150 00	06/30/08	06/09/09	$11,699 08		$6,946 41	($4,752 67)
PFIZER INC CUSIP. 717081103	250 00	08/18/08	06/09/09	$5,036 46		$3,443 00	($1,593 46)
POWERSHARES DB AGRIC FD CUSIP 73936B408	475 00	02/27/09	05/20/09	$11,421 00	$11,421 00	$12,750 44	$1,329 44

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
POWERSHARES DB AGRIC FD CUSIP 73936B408	1,400 00	04/14/09	05/20/09	$34,996 35	$34,996.35	$37,580 27	$2,583 92
RDEWRTH SEIX FLTG INC I CUSIP 76628T678	990 10	10/23/08	06/09/09	$7,485 15		$8,000 00	$514 85
RDEWRTH SEIX FLTG INC I CUSIP 76628T678	1,602 49	10/23/08	09/16/09	$12,114 85		$13,621 19	$1,506 34
RDEWRTH SEIX FLTG INC I CUSIP· 76628T678	3,244 68	10/30/08	09/16/09	$24,400 00		$27,579 80	$3,179 80
SPDR GOLD TRUST GOLD ETF CUSIP. 78463V107	150 00	07/10/08	04/14/09	$14,081 13		$13,019.86	($1,061 27)
SW EXP CR ROGRS AGRI ETN CUSIP 870297603	1,000 00	05/20/09	06/09/09	$8,032 46		$7,754 93	($277 53)
SW EXP CR ROGRS AGRI ETN CUSIP. 870297603	5,400 00	05/20/09	11/02/09	$43,375 26		$40,190 22	($3,185 04)
TALISMAN ENERGY INC CUSIP 87425E103	325 00	07/24/08	06/09/09	$6,061 32		$4,954 24	($1,107 08)
TELEPHONE & DATA SYS INC CUSIP 879433100	125 00	05/04/09	06/09/09	$3,685 03		$3,812 05	$127 02
		TOTAL SHORT TERM		**$312,387.36**	**$312,387.36**	**$292,798.48**	**($19,588.88)**

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
ARCHER DANIELS MIDLAND C CUSIP 039483102	350 00	09/26/07	06/09/09	$11,841 44		$9,698 03	($2,143 41)
ARCHER DANIELS MIDLAND C CUSIP 039483102	250 00	09/26/07	11/17/09	$8,458 16		$7,927 22	($530 94)
ARCHER DANIELS MIDLAND C CUSIP· 039483102	1,000 00	10/17/07	11/17/09	$35,847 20		$31,708 90	($4,138 30)
BARRICK GOLD CORP CUSIP 067901108	400 00	09/12/07	03/25/09	$15,229 69		$12,962 67	($2,267 02)

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BERKSHIRE HATHAWAY CL B CUSIP 084670207	6 00	09/18/08	10/08/09	$25,079 66		$19,740 85	($5,338 81)
BERKSHIRE HATHAWAY CL B CUSIP 084670207	8 00	10/02/08	10/08/09	$36,842 25		$26,321 15	($10,521 10)
CABLEVISION NY GRP A NEW CUSIP 12686C109	150 00	03/03/04	06/09/09	$2,314 56		$2,717 69	$403 13
CANADIAN NATURAL RES LTD CUSIP 136385101	100 00	12/09/03	06/09/09	$1,180 25		$5,649.11	$4,468 86
CANADIAN NATURAL RES LTD CUSIP 136385101	400 00	12/09/03	10/15/09	$4,720 97		$29,831 45	$25,110 48
CENTRAL FD CDA LTD CL A CUSIP 153501101	275 00	02/21/06	03/25/09	$2,128 93		$3,230 41	$1,101 48
CENTRAL FD CDA LTD CL A CUSIP 153501101	3,425 00	02/21/06	05/06/09	$26,514 80		$39,003 06	$12,488 26
CENTURYTEL INC CUSIP 156700106	200 00	04/23/08	06/09/09	$6,442 43		$6,266 92	($175 51)
CENTURYTEL INC CUSIP 156700106	400 00	04/23/08	07/07/09	$12,884 85		$11,976 81	($908 04)
CENTURYTEL INC CUSIP 156700106	450 00	04/23/08	08/25/09	$14,495 45		$14,369 52	($125 93)
EL PASO CORPORATION CUSIP 28336L109	350 00	01/29/04	06/09/09	$2,986 76		$3,333 22	$346 46
EL PASO CORPORATION CUSIP 28336L109	150 00	01/29/04	10/08/09	$1,280 04		$1,541 85	$261 81
EL PASO CORPORATION CUSIP 28336L109	1,400 00	01/29/04	10/08/09	$11,870 40		$14,390.70	$2,520 30
FRONTIER COMMS CORP CUSIP 35906A108	800 00	01/20/05	06/09/09	$10,761 38		$5,461 30	($5,300 08)
ISHARES SILVER TRUST CUSIP 46428Q109	1,250 00	10/31/06	09/21/09	$15,331 98		$20,402 43	$5,070 45
ISHARES SILVER TRUST CUSIP 46428Q109	450 00	09/12/07	09/21/09	$5,669 63		$7,344 88	$1,675 25

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MICROSOFT CORP CUSIP 594918104	275.00	05/01/06	06/09/09	$6,781 55		$5,946 34	($835 21)
NATIONAL OILWELL VARCO CUSIP 637071101	175 00	10/05/06	06/09/09	$4,821 75		$6,609 66	$1,787 91
PHILIP MORRIS INTL INC CUSIP 718172109	100 00	03/26/08	06/09/09	$5,173.51		$4,320 21	($853 30)
PLUM CREEK TIMBER CUSIP 729251108	250.00	10/13/03	06/09/09	$6,847 50		$8,566 86	$1,719 36
PLUM CREEK TIMBER CUSIP 729251108	1,300 00	10/13/03	07/22/09	$35,607 00		$39,151 04	$3,544 04
RAYONIER INC CUSIP 754907103	200 00	05/26/04	06/09/09	$5,570 88		$7,899 74	$2,328 86
RAYONIER INC CUSIP 754907103	825 00	05/26/04	12/03/09	$22,979 86		$32,427 80	$9,447 94
RAYONIER INC CUSIP 754907103	375 00	06/01/05	12/03/09	$13,419 25	$13,291.99	$14,739 91	$1,447 92
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107	250 00	10/31/06	04/14/09	$15,255 45		$21,699 75	$6,444 30
WOLVERINE WORLD WIDE INC CUSIP 978097103	1,500 00	12/08/93	04/20/09	$5,785 67		$26,878 92	$21,093 25
WOLVERINE WORLD WIDE INC CUSIP 978097103	750 00	04/15/94	04/20/09	$2,892 83		$13,439 46	$10,546 63
WOLVERINE WORLD WIDE INC CUSIP 978097103	1,125 00	05/16/95	04/20/09	$4,339 50		$20,159 20	$15,819 70
WOLVERINE WORLD WIDE INC CUSIP 978097103	1,687 00	08/19/96	04/20/09	$6,507 32		$30,229 84	$23,722 52
WOLVERINE WORLD WIDE INC CUSIP 978097103	1,031 00	05/27/97	04/20/09	$3,976 91		$18,474 79	$14,497.88
GROUPE BRUXELLES LAMBERT CUSIP B4746J115	75 00	01/13/03	06/09/09	$3,167 25		$5,514 85	$2,347.60
SAPPORO HLDGS LTD CUSIP J69413128	1,000 00	01/03/07	06/09/09	$6,194 11		$4,053 86	($2,140 25)

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TAXPAYER ID: 35-1844375

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STIFEL STRIVES TO PROVIDE RELIABLE AND ACCURATE COST BASIS INFORMATION TO OUR CUSTOMERS, WHICH MAY INCLUDE INFORMATION RECEIVED FROM OUR CLIENTS OR THEIR PRIOR FIRM. BECAUSE THERE ARE EVENTS WHICH MAY NECESSITATE ADJUSTMENTS, STIFEL CANNOT GUARANTEE THE ACCURACY OF THE COST BASIS INFORMATION SHOWN HERE. EVENTS WHICH MAY NECESSITATE AN ADJUSTMENT TO COST BASIS INCLUDE, BUT ARE NOT LIMITED TO: ACCRETION, AMORTIZATION, PRINCIPAL PAYMENTS, AND/OR CAPITAL CHANGES. YOUR COST BASIS TRANSACTION INFORMATION MAY BE ADJUSTED FOR LISTED OPTION PREMIUMS, WHEN APPLICABLE. THE COST BASIS INFORMATION PROVIDED HEREIN IS FOR INFORMATIONAL PURPOSES ONLY. PLEASE CONSULT WITH YOUR TAX ADVISOR REGARDING YOUR PARTICULAR SITUATION.

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
SAPPORO HLDGS LTD CUSIP: J69413128	400 00	09/26/07	06/09/09	$2,809.23		$1,621 55	($1,187 68)
		TOTAL LONG TERM		**$404,010.40**	**$403,883.14**	**$535,611.95**	**$131,728.81**

Merrill Lynch

Account No. 655-04H17 | Taxpayer No. 35-1844375

THE MOTHERSHEAD FOUNDATION

2009 ANNUAL STATEMENT SUMMARY

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and may not include return of capital, sales load deferral, or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The cost basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income received. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize premium paid on the purchase of taxable bonds.

Dividend and Interest details are repeated in the following pages for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer or tax advisor. Please see your tax advisor for more information.

2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
HSBC HLDG PLC SP ADR	125.0000	04/08/09	05/05/09			4,807 22	2,310 94	2,496.26
		Short Term Capital Gains Subtotal				**4,807.22**	**2,310.94**	**2,496.28**
NET SHORT TERM CAPITAL GAIN (LOSS)								**2,496.28**
LONG TERM CAPITAL GAINS								
AMERICA MOVIL SAB DE CV	300.0000	07/21/05	05/05/09			10,684 88	6,460 20	4,224 68
	300 0000	10/31/05	05/05/09			10,684 88	7,974 00	2,710.88
		Security Subtotal				**21,369.76**	**14,434.20**	**6,935.56**
COLGATE PALMOLIVE	100.0000	04/27/04	10/12/09			7 936.60	5,746 20	2,190.40
FLUOR CORP NEW DEL COM	100 0000	11/07/06	10/12/09			4,828.94	4,117 43	711.51
STRYKER CORP	100.0000	10/31/05	10/12/09			4,471.71	4,167.20	304.51

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Account No. 655-04H17

Taxpayer No. 35-1844375

THE MOTHERSHEAD FOUNDATION

2009 ANNUAL STATEMENT SUMMARY

2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
XTO ENERGY INC	625.0000	08/28/06	12/15/09			29,820.48	23,839 00	5,981.48
		Long Term Capital Gains Subtotal				**68,427.49**	**52,304 03**	**16,123.46**
LONG TERM CAPITAL LOSSES								
ADOBE SYS DEL PV$ 0.001	400.0000	10/25/06	02/20/09			7,353.55	15 708 80	(8,355 25)
	200 0000	10/25/06	02/20/09			3,676.78	7,854 40	(4,177 62)
		Security Subtotal				**11,030.33**	**23,563 20**	**(12,532.87)**
GAMESTOP CORP NEW CL A	500.0000	01/16/08	12/07/09			10,748 97	26,132 00	(15,383 03)
	200 0000	07/08/08	12/07/09			4,299.59	8,116 80	(3,817 21)
		Security Subtotal				**15,048.56**	**34,248.80**	**(19,200.24)**
HSBC HLDG PLC SP ADR	200 0000	11/04/05	05/05/09			7,691.53	15,906 40	(8,214 87)
	100 0000	08/17/06	05/05/09			3,845 77	9 107 20	(5,261.43)
		Security Subtotal				**11,537.30**	**25,013 60**	**(13,476.30)**
RESEARCH IN MOTION LTD	150.0000	06/26/08	12/07/09			8,985 20	16,696 80	(9,711.60)
	100 0000	07/18/08	12/07/09			5,990 14	11,147 20	(5,157 06)
		Security Subtotal				**14,975.34**	**29,844.00**	**(14,868 66)**
VALERO ENERGY CORP NEW	500 0000	06/26/08	08/17/09			8,453.02	21,664 50	(13,211.48)
	200 0000	06/30/08	08/17/09			3,381.21	8,342 00	(4,960 79)
	200.0000	07/08/08	08/17/09			3,381.22	7,326 30	(3,945 08)
		Security Subtotal				**15,215.45**	**37,332.80**	**(22,117.35)**
		Long Term Capital Losses Subtotal				**67,806.98**	**150,002.40**	**(82,195.42)**
NET LONG TERM CAPITAL GAIN (LOSS)								**(66,071.96)**
TOTAL CAPITAL GAINS AND LOSSES						**141,041.69**	**204,617.37**	**(63,575.68)**
TOTAL REPORTABLE GROSS PROCEEDS						**141,041.69**		
DIFFERENCE						**0.00 ***		

Merrill Lynch

Account No. 655-04H17 | Taxpayer No. 35-1844375

THE MOTHERSHEAD FOUNDATION

2009 ANNUAL STATEMENT SUMMARY

2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)

Note Capital gains and losses in this statement are not reported to the IRS.
' Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e g liquidation of fractional shares and the proceeds from certain tender offers). It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e g . option premium received)

REALIZED CAPITAL GAIN AND LOSS SUMMARY

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	2,496 28	0 00	16,123 46	(82,195 42)

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2009** Attachment Sequence No 67

Name(s) shown on return	Business or activity to which this form relates	Identifying number
MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	FORM 990-PF PAGE 1	35-1844375

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	115.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	292.

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	187.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3 year property						
b 5-year property		115.	5 YRS.	HY	SL	11.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	605.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

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 ▶ [X]
- 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 Form 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	Name of Exempt Organization MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	Employer identification number 35-1844375
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions ONE AMERICAN SQUARE, NO. 2000	
	City, town or post office, state, and ZIP code For a foreign address, see instructions INDIANAPOLIS, IN 46282	

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
[X] Form 990-PF	[ ] Form 1041 A	[ ] Form 8870

- The books are in the care of ▶ JULIE BROOKS, BOOKKEEPER - 6311 E. WESTFIELD BLVD., SUITE 205A - INDIANAPOLIS, IN 46220

Telephone No ▶ (317) 257-8208 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 AUGUST 15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______, and ending ______

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	$	1,989.
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	$	3,403.
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	$	0.

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

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

923831
05-26-09