Form **990-PF** | **Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation** | OMB No 1545-0052 **2009**

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 4/01 **, 2009, and ending** 3/31 , 2010

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.

THE J E FEHSENFELD FAMILY FOUNDATION INC
5400 W 86TH STREET
INDIANAPOLIS, IN 46268

A Employer identification number: 35-2091086

B Telephone number (see the instructions): 317-874-4913

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, column (c), line 16)* ► $ 980,483.

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 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 (att sch)	405,000.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	23.	23.		
	4 Dividends and interest from securities	16,834.	16,834.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	421,857.	16,857.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	2,798.			2,798.
	b Accounting fees (attach sch) SEE ST 2	1,600.	320.		1,280.
	c Other prof fees (attach sch) SEE ST 3	2,478.			2,478.
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	38,269.			38,268.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	364.	73.		291.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	45,509.	393.		45,115.
	25 Contributions, gifts, grants paid PART XV	5,000.			5,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	50,509.	393.	0.	50,115.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	371,348.			
	b **Net investment income** (if negative, enter -0-)		16,464.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	11,655.	14,918.	14,918.
	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 (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 5	292,113.	296,456.	282,452.
	c Investments – corporate bonds (attach schedule) STATEMENT 6	205,514.	214,930.	218,407.
	11 Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 7	110,380.	464,706.	464,706.
	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 instructions Also, see page 1, item I)	619,662.	991,010.	980,483.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	380,000.	380,000.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	239,662.	611,010.	
	30 Total net assets or fund balances (see the instructions)	619,662.	991,010.	
	31 Total liabilities and net assets/fund balances (see the instructions)	619,662.	991,010.	

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	619,662.
2	Enter amount from Part I, line 27a	2	371,348.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	991,010.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	991,010.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	N/A			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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**

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 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 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 (column (b) divided by column (c))
2008	128,624.	465,111.	0.276545
2007	51,784.	519,404.	0.099699
2006	57,601.	484,287.	0.118940
2005	44,155.	445,715.	0.099066
2004	52,027.	418,157.	0.124420

2	**Total** of line 1, column (d)	2	0.718670
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	0.143734
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	735,544.
5	Multiply line 4 by line 3	5	105,723.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	165.
7	Add lines 5 and 6	7	105,888.
8	Enter qualifying distributions from Part XII, line 4	8	50,115.

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 the instructions)

1 a	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 instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b	1	329.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	329.
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	329.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] 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	329.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► Refunded ►	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1 a	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 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 ► $ 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?	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, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the 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 ► DEBRA BAKER, SECRETARY Telephone no ► 317-874-4913
Located at ► 5400 W 86TH STREET INDIANAPOLIS IN ZIP + 4 ► 46268

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 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 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 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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see 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 ► 20__ , 20__ , 20__ , 20__ .				
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)*		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 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)? (see 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 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

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? **7b** N/A

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 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
SHANNON BURNS 5400 W 86TH STREET INDIANAPOLIS, IN 46268	PRESIDENT 0	0.	0.	0.
DEBRA ANN BAKER 5400 W 86TH STREET INDIANAPOLIS, IN 46268	SECRETARY 0	0.	0.	0.
JUDEE FEHSENFELD 5400 W 86TH STREET INDIANAPOLIS, IN 46268	VICE PRESIDE 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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 ► 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 – (see 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 ►		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 THE FOUNDATION DOES NOT DIRECTLY PARTICIPATE IN CHARITABLE ACTIVITIES. THE ACTIVITIES OF THE DIRECTORS ARE LIMITED TO THE ADMINISTRATION OF GRANTS TO QUALIFIED UNRELATED 501(C)(3) ORGANIZATIONS.	
2	
3	
4	

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

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

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	716,466.
b Average of monthly cash balances			1b	30,279.
c Fair market value of all other assets (see instructions)			1c	
d **Total** (add lines 1a, b, and c)			1d	746,745.
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	746,745.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	11,201.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	735,544.
6 **Minimum investment return.** Enter 5% of line 5			6	36,777.

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	36,777.
2a Tax on investment income for 2009 from Part VI, line 5	2a	329.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	329.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	36,448.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	36,448.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	36,448.

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	50,115.
b Program-related investments — total from Part IX-B	1b	
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	50,115.
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 instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	50,115.

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				36,448.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 31,355.				
b From 2005 22,226.				
c From 2006 33,821.				
d From 2007 26,445.				
e From 2008 105,624.				
f **Total** of lines 3a through e	219,471.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 50,115.				
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				36,448.
e Remaining amount distributed out of corpus	13,667.			
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	233,138.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	31,355.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	201,783.			
10 Analysis of line 9				
a Excess from 2005 22,226.				
b Excess from 2006 33,821.				
c Excess from 2007 26,445.				
d Excess from 2008 105,624.				
e Excess from 2009 13,667.				

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**
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 organization had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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*				
COOPERATIVE GLOBAL EDUCATION 10524 MOSS PARK ROAD, SUITE 204-102 ORLANDO, FL 32832	NONE	501(C)(3)	UNRESTRICTED	5,000.
Total ► 3a				5,000.
b *Approved for future payment*				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	23.	
4 Dividends and interest from securities			14	16,834.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				16,857.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 16,857.

(See worksheet in the instructions for line 13 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 the instructions)
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

► Dora A Baker Sec/Treasurer | 8/4/10 ►

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ► Robert E Pile CPA	Date 5-27-10	Check if self-employed ► ☐	Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code ► R J PILE, LLC ONE INDIANA SQ, SUITE 1200 INDIANAPOLIS, IN 46204-2066		EIN ► N/A	
		Phone no ► (317) 269-3454	

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Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization	Employer identification number
THE J E FEHSENFELD FAMILY FOUNDATION INC	35-2091086

Organization type (check one)

Filers of: | **Section:**

Form 990 or 990-EZ
- [ ] 501(c)(____) (enter number) organization
- [ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- [ ] 527 political organization

Form 990-PF
- [X] 501(c)(3) exempt private foundation
- [ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
- [ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule –

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules –

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: THE J E FEHSENFELD FAMILY FOUNDATION INC

Employer identification number: 35-2091086

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE HERITAGE GROUP PO BOX 68123 INDIANAPOLIS, IN 46268	$ 405,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: THE J E FEHSENFELD FAMILY FOUNDATION INC

Employer identification number: 35-2091086

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE J E FEHSENFELD FAMILY FOUNDATION INC

Employer identification number
35-2091086

Part III *Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.

(Complete cols (a) through (e) and the following line entry)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once – see instructions) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 2,798.			$ 2,798.
TOTAL	$ 2,798.	$ 0.	$ 0.	$ 2,798.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 1,600.	$ 320.		$ 1,280.
TOTAL	$ 1,600.	$ 320.	$ 0.	$ 1,280.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	$ 2,478.			$ 2,478.
TOTAL	$ 2,478.	$ 0.	$ 0.	$ 2,478.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	$ 364.	$ 73.		$ 291.
TOTAL	$ 364.	$ 73.	$ 0.	$ 291.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD STRATEGIC EQUITY FUND	COST	$ 34,550.	$ 33,853.
VANGUARD EXPLORER FUND	COST	27,332.	26,334.
VANGUARD TOTAL INTL STOCK INDEX	COST	41,050.	51,757.
VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	54,182.	53,492.
VANGUARD US GROWTH FUND	COST	57,215.	40,224.
VANGUARD WINDSOR II FUND	COST	82,127.	76,792.
	TOTAL	$ 296,456.	$ 282,452.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD PRIME MONEY MARKET FUND	COST	$ 13,338.	$ 13,338.
VANGUARD HIGH YIELD CORPORATE FUND	COST	32,812.	28,186.
VANGUARD INTERMEDIATE-TERM CORP FUND	COST	65,733.	68,146.
VANGUARD LONG-TERM BOND INDEX FUND	COST	30,826.	33,413.
VANGUARD SHORT-TERM BOND INDEX FUND	COST	33,557.	36,055.
VANGUARD SHORT-TERM CORPORATE FUND	COST	38,664.	39,269.
	TOTAL	$ 214,930.	$ 218,407.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE HERITAGE GROUP INVESTMENT CO., LLC	COST	$ 464,706.	$ 464,706.
	TOTAL	$ 464,706.	$ 464,706.

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	N/A
NAME:	THE J E FEHSENFELD FAMILY FOUNDATION INC
CARE OF:	DEBRA BAKER
STREET ADDRESS:	5400 W 86TH STREET
CITY, STATE, ZIP CODE:	INDIANAPOLIS, IN 46268
TELEPHONE:	
FORM AND CONTENT:	NONE
SUBMISSION DEADLINES:	NONE

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

RESTRICTIONS ON AWARDS: NONE

BY-LAWS

OF

THE J.E. FEHSENFELD FAMILY FOUNDATION, INC.

ARTICLE I

NAME AND PURPOSE

Section 1. Name. This Foundation shall be known as The J.E. Fehsenfeld Family Foundation, Inc. (hereinafter referred to as "Foundation").

Section 2. Purposes and Powers. This Foundation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), or the correspondent provisions of any future internal revenue laws of the United States, and, more specifically, to receive and administer funds to other charitable organizations.

The Foundation may engage in any activity in connection with the above-stated purposes for which foundations or nonprofit corporations may be organized under the Indiana Nonprofit Corporation Act of 1991. However, this Foundation shall not carry on any other activities not permitted to be carried on (a) by a foundation exempt from federal income tax under Section 501(c)(3) of the Code; (b) by a foundation contributions to which are deductible under Section 170(c)(2) of the Code; or (c) by a nonprofit corporation organized under the laws of the State of Indiana, known as the Indiana Nonprofit Corporation Act of 1991.

This Foundation shall have the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real or personal, tangible or intangible, or any undivided interest in such property without limitation as to amount or value, and to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income from such property in such manner as, in the judgment of the Directors, will best promote the purposes of the Foundation without limitation, except such limitations, if any, as may be contained in this instrument under which such property is received, the Articles of Incorporation, these By-Laws of this Foundation or any applicable laws or regulations under the Internal Revenue Code or any governmental agency.

This Foundation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Foundation is distributable to, or will inure to the benefit of contributors to or the Directors or officers of the Foundation. However, the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in Article I, Section 2. No part of the activities of the foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements), on behalf of any candidate for political office.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers, Duties and Eligibility. The property, business and affairs of the Foundation shall be under the direction and control of a Board of Directors. The Board of Directors shall have the power to accept or refuse to accept any bequests, gifts or grants which are proposed to be made to this Foundation based upon the discretion and judgment of the Directors, taking into consideration the nature of the proposed gift, any conditions or restrictions placed upon the gift and the appropriateness of such gift to the purposes of this Foundation. A Director must be a Family Member (hereafter defined) who has attained the age of eighteen (18).

Section 2. Restrictions on Directors' Powers. In furtherance of its tax exempt purposes, the following special rules and restrictions shall be imposed upon the Directors who shall cause the Foundation to:

(a) distribute the required portion of its income for each tax year as determined by the Internal Revenue Service and at such time and in such manner so that it will not become subject to the tax on undistributed income imposed under Section 4942 of the Code, or the corresponding section of any future federal tax code;

(b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code;

(c) not retain any excess business holdings as defined in Section 4943(c) of the Code, or any corresponding section of any future federal tax code;

(d) not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code;

(e) not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

Section 3. Number and Term of Director; Election. The number of Directors shall be not less than three (3) or more than nine (9), as designated by the Board of Directors. Directors shall be elected biennially by vote cast by

(a) the issue (issue shall be defined to include persons who are legally adopted) of J. E. Fehsenfeld and,

(b) the then current spouses of the issue of J. E. Fehsenfeld and,

(c) other persons or classes of persons designated as Family Members by the Fehsenfeld Family Council,

all of whom have attained the age of sixteen (16) years at the time of election (collectively hereafter Family Members").

The number of persons equal to the number of open director positions on the Board of Directors who receive the highest number of votes from Family Members shall become members of the Board of Directors to each serve a term of four (4) years.

Family Members shall be entitled to vote for Directors biennially by attending the annual meeting of the Board of Directors which will be held during the biennial meeting of the Fehsenfeld Family and by casting votes for Directors at such meeting. The Secretary shall provide a notice of the then forthcoming election with a list of candidates running for Director, who shall have been nominated by the then current Directors, to the Family Members along with notification of the biennial Fehsenfeld family meeting at least thirty (30) days prior to the biennial Fehsenfeld family meeting. A Director shall serve until his successor is duly elected and qualified and may vote in the election for his successor; provided that nothing herein shall be construed to prevent the election of a Director to succeed himself. The newly elected Directors shall take office upon their election. The incumbent officers and Directors shall attend this annual meeting to assure smooth transition of the Foundation's business.

<u>Section 4</u>. <u>Removal</u>. Any Director may be removed from office for cause by vote of two-thirds (2/3) of the Directors then holding office.

Section 5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Foundation. The resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice of the Secretary. Acceptance shall not be necessary to render the resignation effective.

Section 6. Vacancies and Additional Directors. In the event of a vacancy in the Directors due to any cause (including a vacancy caused by an increase in the number of Directors), the remaining Directors of the Foundation, by majority vote, may elect an individual to fill the vacancy until the next biennial meeting wherein Family Members vote for Directors and until a successor shall have been duly elected and qualified.

ARTICLE III

DIRECTOR MEETINGS

Section 1. Annual Director Meetings. The annual meeting of the Directors, to elect officers and transact such other business as may be appropriate, shall be held in the second quarter of the calendar year, the exact date of which shall be set by the Board of Directors prior to March 1 of the aforementioned calendar year. At every other annual meeting, a biennial meeting, the Family Members shall elect Directors for the following four (4) year term. Notwithstanding that the term of Board Members is for a four (4) year term, Board Members shall continue to serve until such Board Member's replacement is duly elected and assumes the position of director.

Section 2. Regular and Special Director Meetings. Regular meetings of the Directors may be held from time to time as the Directors may determine. Special meetings of Directors shall be convened at any time by majority vote of the Directors or at the request of the President.

Section 3. Quorum. At any meeting of the Directors, a majority of the entire number of such Directors shall comprise a quorum for the transaction of business.

Section 4. Place and Notice of Director Meetings. Meetings may be held within or without the State of Indiana. Notice of such meeting shall be personally delivered, or shall be mailed to the addressee at his or her address last appearing on the records of the Foundation, or shall be given via electronic notice (email) not less than ten (10) days prior to the date of the meeting. The notice shall specify the date, place and hour of the meeting and the purpose or purposes for which it is convened.

Section 5. Waiver of Notice. Attendance without objection at any meeting shall constitute waiver of notice of that meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.

Section 6. Voting. At all meetings of the Directors when a quorum is present, the affirmative vote of a majority of those present and voting on the question shall, except where a larger vote may be required by law, decide any question brought before that meeting.

Section 7. Action Without Meeting. Any action required to be taken at a meeting of the Directors may be taken without a meeting by a written consent, stating the action so taken, shall be signed by all Directors who are entitled to vote with respect to such action.

Section 8. Telephone Conferences. A Director may participate in a meeting of the Board of Directors by a conference telephone, or similar communication equipment, by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting under this Section constitutes presence in person at the meeting.

ARTICLE IV

OFFICERS

Section 1. Principal Officers. The principal officers of the Foundation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such additional officers as the Directors may from time to time deem desirable. The officers shall be elected biennially by the Directors at their annual meeting and shall serve two (2) year terms. Any two (2) offices except that of President and Vice-President may be held by the same person.

Section 2. President. The President shall be elected from the membership of the Board of Directors. The President shall be the chief executive officer of the Foundation, shall have control over the general and active management of all activities of the Foundation, and shall see that all orders and resolutions of the Board of Directors are followed and put into effect. The President shall also execute all authorized conveyances, contracts, or other obligations in the name of the Foundation except where required by law to be otherwise signed and executed, and except where the signing and execution of such documents is expressly delegated by the Directors to some other officer or agent of the Foundation. The President shall also preside at the meetings of the Directors. In his or her absence, the Directors present at such meeting shall designate another presiding officer.

Section 3. Vice-President. One (1) Vice-President shall be selected from the membership of the Board of Directors. The Vice-President shall perform the duties and exercise the powers of the President during any absence or disability of the President.

Section 4. Treasurer. The Treasurer shall be elected from the membership of the Board of Directors. The Treasurer, or the Treasurer's designee, shall have custody of the funds and other property of the Foundation; shall keep accurate records of all property, receipts and disbursements of the Foundation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the Foundation with such depository or depositories as shall be designated by the Directors; shall disburse the funds of the Foundation; and render to the Directors such reports as they shall prescribe.

All books, records and vouchers of the Foundation shall be open to the inspection of any Directors and the Family Members. Persons wishing to review the Foundation records shall contact the Secretary to schedule an appointment. The Treasurer shall, at least once a year, and whenever requested by the President or a majority of the Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the Foundation and the changes, if any, since the last report of the Treasurer. The Treasurer shall perform such other duties as may be specified from time to time by the Directors.

Section 5. Secretary. The Secretary shall be elected from the membership of the Board of Directors. The Secretary shall give notice of each meeting of the Directors or committees of the Foundation as to which notice is required; shall record minutes of such meeting in books kept for that purpose, shall have custody of the records of the Foundation; shall provide notices to Family Members, and shall perform such other duties as may be specified from time to time by the Directors.

Section 6. Transmittal Of Records. The Secretary's recordation of minutes of each annual meeting and the Treasurer's report of each fiscal year's financial activity shall be submitted to the Foundation's agent and auditor for record and tax purposes.

Section 7. Compensation. The officers of the Foundation shall be reasonably compensated for their services at the sole discretion of the Board of Directors.

Section 8. Removal. Any officer of the Foundation may be removed at any time, with or without cause, by vote of a majority of the Directors then holding office.

Section 9. Vacancies. Any vacancy in any office of the Foundation may be filled for the unexpired portion of the term by majority vote of the Directors present at a meeting of the Directors called for such purposes. If any officer is absent or unable to perform the duties assigned to that office, the Directors may delegate the powers and duties of that office, during the period of such absence or disability, to another person.

Section 10. Resignation. Any officer may resign such office at any time by giving written notice of such resignation to the Secretary of the Foundation. The resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

ARTICLE V

FINANCES

Section 1. Funds. It shall be the duty of the Board of

Directors to provide adequate funds for the operations of the Foundation by means consonant with the tax-exempt status of the Foundation.

Section 2. Expenses. All proper expenses of the Foundation are subject to the approval of the Board of Directors. Upon such approval, the expenses shall be paid from the funds of the Foundation.

Section 3. Books and Records. Books and records of the Foundation shall be set up in a manner which shall produce proper records for reports to the government and to the Board of Directors and enable an accurate audit of the finances of the Foundation.

Section 4. Fiscal Year. The fiscal year of the Foundation shall be April 1 through March 31.

Section 5. Checks, etc.. All checks, drafts, and orders for payment of money shall be signed in the name of the Foundation by such officer or officers or agent or agents as the Board of Directors shall from time to time designate for that purpose.

ARTICLE VI

AMENDMENTS

These By-Laws may be amended by majority vote of the Directors then holding office at any duly constituted meeting of the Board of Directors, provided that the substance of the amendment has been stated in the notice of such meeting or in a duly completed waiver of notice of such meeting.

ARTICLE VII

DISSOLUTION

Section 1. Dissolution of Foundation. A dissolution of the Foundation shall be authorized by the affirmative vote of a majority of the Family Members. Notice of the meeting to authorize the dissolution shall be given to each of the Family Members not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of the Foundation. The notice shall include a copy or summary of the plan of distribution of assets.

If the dissolution is approved, the Foundation shall cease to conduct its affairs except as may be necessary for the winding up of the Foundation. It shall immediately cause a Certificate of Dissolution to be executed and filed setting forth: (a) the name of the Foundation; (b) the date and place of the meeting of Directors approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of Directors.

Section 2. Distribution of Assets. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of pursuant to the laws of the State of Indiana.

Date: 7/19/2009

Debra A Baker
Debra A. Baker, Secretary

APPROVED BY:

Shannon M Burns
Shannon M. Burns, President

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