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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 07/01/09 , and ending 06/30/10

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: THE CONOVER FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 6970 HARNESS LANE — Room/suite:

City or town, state, and ZIP code: COLUMBUS IN 47201

A Employer identification number: 35-6672841

B Telephone number (see page 10 of the instructions): 812-342-1998

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. [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,329,458

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	18,034	18,034	18,034	
	4	Dividends and interest from securities	29,005	29,005	29,005	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-54,128			
	b	Gross sales price for all assets on line 6a 370,795				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	-18,405		-18,405	
	12	**Total.** Add lines 1 through 11	-25,494	47,039	28,634	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	4,000			
	c	Other professional fees (attach schedule) STMT 3	15,017	15,017		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4	10			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,027	15,017		0
	25	Contributions, gifts, grants paid	118,690			118,690
	26	**Total expenses and disbursements.** Add lines 24 and 25	137,717	15,017	0	118,690
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-163,211			
	b	**Net investment income** (if negative, enter -0-)		32,022		
	c	**Adjusted net income** (if negative, enter -0-)			28,634	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	34,179	11,873	11,873
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		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) SEE STMT 5	2,244,863	2,143,866	1,973,678
	c	Investments—corporate bonds (attach schedule) SEE STMT 6	365,544	326,290	343,907
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 7)	5,363	4,709	
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,649,949	2,486,738	2,329,458
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,649,949	2,486,738	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,649,949	2,486,738	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,649,949	2,486,738	

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	2,649,949
2	Enter amount from Part I, line 27a	2	-163,211
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,486,738
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	2,486,738

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-54,128
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	141,409	2,372,793	0.059596
2007	147,100	3,040,551	0.048379
2006	54,199	3,049,464	0.017773
2005	39,500	1,032,772	0.038247
2004	39,450	899,206	0.043872

2	**Total** of line 1, column (d)	2	0.207867
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	0.041573
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,440,051
5	Multiply line 4 by line 3	5	101,440
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	320
7	Add lines 5 and 6	7	101,760
8	Enter qualifying distributions from Part XII, line 4	8	118,690

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling 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	320
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	320
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	320
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 370		
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	370
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	50
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 50 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? 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 page 19 of 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 on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHERYL CONOVER STROUD Telephone no ▶ 812-342-1998
6970 HARNESS LANE
Located at ▶ COLUMBUS, IN ZIP+4 ▶ 47201

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 |

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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	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 ▶ 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)	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)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b	

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHERYL CONOVER STROUD 6970 HARNESS LANE	COLUMBUS IN 47201	PRESIDENT 5.00	0	0	0
JANET TOTTEN 604 E MAIN CROSS ST	EDINBURGH IN 46124	SEC/TREAS 2.00	0	0	0
CHRISTINE CONOVER STROUD 6970 HARNESS LANE	COLUMBUS IN 47201	ASSIST SEC 2.00	0	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

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 CONTRIBUTIONS TO VARIOUS LOCAL ORGANIZATIONS 29 ORGANIZATIONS WERE SERVED DURING THE 2009/2010 FISCAL YEAR.	118,690
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	2,420,235
b	Average of monthly cash balances	1b	56,974
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,477,209
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	2,477,209
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	37,158
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,440,051
6	**Minimum investment return.** Enter 5% of line 5	6	122,003

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	122,003
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 320		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	320
3	Distributable amount before adjustments Subtract line 2c from line 1	3	121,683
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	121,683
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	121,683

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	118,690
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	118,690
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	320
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	118,370

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					121,683
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				117,984	
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005					
c From 2006					
d From 2007					
e From 2008					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 118,690					
a Applied to 2008, but not more than line 2a				117,984	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					706
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					120,977
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008					
e Excess from 2009					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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

SEE STATEMENT 8

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

CHERYL CONOVER STROUD 812-342-1998
6970 HARNESS LANE COLUMBUS IN 47201

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

WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

c Any submission deadlines.

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				118,690
Total			▶ 3a	118,690
b Approved for future payment N/A				
Total			▶ 3b	

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 (See page 28 of 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	18,034	
4 Dividends and interest from securities			14	29,005	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-54,128	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 10		-24,249			5,844
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-24,249		-7,089	5,844

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -25,494

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of 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

Cheryl Conover Strond 11/12/10 President

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature	Date 11/09/10	Check if self-employed ☐
Preparer's identifying number (see Signature on page 30 of the instructions)	P00381730	
Firm's name (or yours if self-employed), address, and ZIP code	WOODBURY & COMPANY, CPAS 2048 NORTH MORTON FRANKLIN, IN 46131	EIN 35-2140590 Phone no 317-738-2366

50520 11/09/2010 7 30 AM

Form 990-PF	Capital Gains and Losses for Tax on Investment Income For calendar year 2009, or tax year beginning 07/01/09 , and ending 06/30/10	2009

Name	Employer Identification Number
THE CONOVER FOUNDATION, INC.	35-6672841

	(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)
(1)	125 SHS BERKSHIRE HATHAWAY INC.	P	05/17/07	03/10/10
(2)	200 SHS CISCO SYSTEMS INC.	P	12/10/07	03/10/10
(3)	150 SHS CISCO SYSTEMS INC.	P	05/17/07	03/10/10
(4)	250 SHS COMCAST CORP.	P	07/17/07	03/25/10
(5)	40,000 FEDERAL FARM BANKS 4.75%	P	06/04/07	05/07/10
(6)	40,000 FEDERAL HOME LOAN 5.0%	P	06/04/07	03/12/10
(7)	300 SHS GENERAL ELECTRIC CO.	P	03/06/05	03/25/10
(8)	300 SHS GENERAL ELECTRIC CO.	P	04/26/07	03/25/10
(9)	550 SHS HALLIBURTON CO.	P	03/06/05	10/29/09
(10)	300 SHS HARLEY DAVIDSON INC.	P	03/06/05	08/21/09
(11)	150 SHS HARLEY DAVIDSON INC.	P	07/17/07	08/21/09
(12)	175 SHS HOME DEPOT INC.	P	05/17/07	03/10/10
(13)	75 SHS IBM CORP.	P	03/06/05	03/25/10
(14)	450 SHS COHEN & STEERS REALTY TRUST	P	11/06/07	11/18/09
(15)	800 SHS MATTEL INC.	P	08/21/07	11/19/09

	(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)
(1)	10,311		9,040	1,271
(2)	5,176		5,548	-372
(3)	3,882		3,967	-85
(4)	4,589		6,965	-2,376
(5)	39,565		39,565	
(6)	40,000		39,805	195
(7)	5,598		10,728	-5,130
(8)	5,598		10,728	-5,130
(9)	16,593		12,194	4,399
(10)	6,636		18,531	-11,895
(11)	3,318		9,276	-5,958
(12)	5,519		6,722	-1,203
(13)	9,739		6,920	2,819
(14)	22,454		39,554	-17,100
(15)	16,160		17,895	-1,735

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				1,271
(2)				-372
(3)				-85
(4)				-2,376
(5)				
(6)				195
(7)				-5,130
(8)				-5,130
(9)				4,399
(10)				-11,895
(11)				-5,958
(12)				-1,203
(13)				2,819
(14)				-17,100
(15)				-1,735

50520 11/09/2010 7 30 AM

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2009**

For calendar year 2009, or tax year beginning 07/01/09 , and ending 06/30/10

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	400 SHS MATTEL INC.	P	08/21/07	03/25/10
(2)	300 SHS MERCK & CO. INC.	P	03/06/05	03/25/10
(3)	600 SHS MERCK & CO. INC.	P	03/06/05	06/11/10
(4)	500 SHS MICROSOFT CORP.	P	04/26/07	10/29/09
(5)	230 SHS MICROSOFT CORP.	P	04/26/07	02/11/10
(6)	375 SHS OMNICOM GROUP INC.	P	11/06/07	03/10/10
(7)	300 SHS PNC FINANCIAL SERVICES GROUP	P	03/06/05	08/21/09
(8)	200 SHS PEPSICO INC.	P	03/06/05	06/15/10
(9)	200 SHS PROCTOR & GAMBLE CO.	P	04/26/07	06/15/10
(10)	1500 SHS SYNOVUS FINANCIAL GROUP	P	02/06/08	09/08/09
(11)	250 SHS TJX COMPANIES INC.	P	11/06/07	03/25/10
(12)	350 SHS WATERS CORP.	P	05/22/08	11/05/09
(13)	100 SHS WATERS CORP.	P	05/22/08	02/11/10
(14)	95 SHS WATERS CORP.	P	11/17/08	02/11/10
(15)	95 SHS WATERS CORP.	P	11/17/08	03/25/10

	(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)
(1)	9,176		8,947	229
(2)	11,476		9,484	1,992
(3)	20,809		18,968	1,841
(4)	14,180		14,570	-390
(5)	6,392		6,702	-310
(6)	14,347		18,390	-4,043
(7)	12,876		16,271	-3,395
(8)	12,794		10,814	1,980
(9)	12,298		12,620	-322
(10)	5,070		19,168	-14,098
(11)	10,865		6,793	4,072
(12)	20,715		22,098	-1,383
(13)	5,739		6,314	-575
(14)	5,452		3,552	1,900
(15)	6,393		3,552	2,841

	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))
(1)				229
(2)				1,992
(3)				1,841
(4)				-390
(5)				-310
(6)				-4,043
(7)				-3,395
(8)				1,980
(9)				-322
(10)				-14,098
(11)				4,072
(12)				-1,383
(13)				-575
(14)				1,900
(15)				2,841

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2009, or tax year beginning 07/01/09 , and ending 06/30/10 | **2009**

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	250 SHS TYCO ELECTRONICS	P	04/26/07	03/25/10
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	7,075		9,242	-2,167
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				-2,167
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	$ 5,144	$	$ 5,144
INDIANA STATE TAX REFUND	700		700
AMOS INVESTMENT CORP-ORDINARY	4,066		4,066
AMOS INVESTMENT CORP-RENTAL	4,925		4,925
AMOS INV. CORP-DIVIDENDS	382		382
AMOS INV. CORP-ST CAPITAL G/L	-20,123		-20,123
AMOS INV. CORP-LT CAPITAL G/L	-13,681		-13,681
AMOS INV. CORP-INTERST INCOME	182		182
TOTAL	$ -18,405	$ 0	$ -18,405

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 4,000	$	$	$
TOTAL	$ 4,000	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	$ 15,017	$ 15,017	$	$
TOTAL	$ 15,017	$ 15,017	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
FILING FEES	10			
TOTAL	$ 10	$ 0	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
720 EXXON-MOBIL	$ 6,910	$ 6,910	COST	$ 41,090
732 VERIZON COMMUNICATIONS INC.	7,748	7,748	COST	20,511
300 GENERAL ELECTRIC	10,833	10,833	COST	4,326
1941 AMOS INVESTMENT CORPORATION	659,836	635,587	COST	635,587
750 ABBOTT LABORATORIES	34,839	34,839	COST	35,085
CAPITAL WORLD GROWTH & INCOME	32,822	32,822	COST	27,113
500 CISCO SYSTEMS INC.	9,098	9,098	COST	10,655
500 WALT DISNEY CO.	14,155	14,155	COST	15,750
300 GENERAL ELECTRIC CO.	10,831	10,831	COST	4,326
550 HALLIBURTON CO.	12,194		COST	
300 HARLEY DAVIDSON INC.	18,531		COST	
210 IBM CORP.	19,377	19,377	COST	25,931
900 MERCK & CO.	28,452		COST	
1200 MICROSOFT CORP.	30,466	30,466	COST	27,612
450 PEPSICO INC.	24,332	24,332	COST	27,428
400 PFIZER INC.	10,801	10,801	COST	5,704
600 PROCTOR & GAMBLE	32,300	32,300	COST	35,988
300 PNC FINANCIAL SERVICES	16,271		COST	
600 GENERAL ELECTRIC	21,456	21,456	COST	8,652
900 JOHNSON & JOHNSON	57,879	57,879	COST	53,154
270 MICROSOFT CORP.	7,868	7,868	COST	6,213
200 PROCTOR & GAMBLE	12,620	12,620	COST	11,996
1700 PROGRESSIVE CORP.	39,542	39,542	COST	31,824
425 BERKSHIRE HATHAWAY	30,735	30,735	COST	33,868
950 CISCO SYSTEMS INC.	25,126	25,126	COST	20,245
400 HOME DEPOT	15,364	15,364	COST	11,228

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1200 US BANCORP	$ 41,520	$ 41,520	COST	$ 26,820
1275 CVS CAREMARK CORP.	46,232	46,232	COST	37,383
850 COMCAST CORP.	23,681	23,681	COST	14,764
250 WALT DISNEY CO.	8,645	8,645	COST	7,875
150 HARLEY DAVIDSON INC.	9,276		COST	
900 JPMORGAN CHASE & CO.	45,134	45,134	COST	32,949
1400 MATTEL INC.	31,316	31,316	COST	29,624
25 TYCO ELECTRONICS LTD.	968	968	COST	634
875 TYCO INTL. LTD.	38,588	38,588	COST	30,826
450 ISHARES COHEN & STEERS	39,554		COST	
175 OMNICOM GROUP INC.	8,582	8,582	COST	6,003
625 TJX COMPANIES	16,981	16,981	COST	26,219
600 TYCO ELECTRONICS LTD.	22,038	21,846	COST	15,228
200 CISCO SYSTEMS INC.	5,548		COST	
1800 DELL INC.	37,908	37,908	COST	21,708
600 COMCAST CORP.	10,782	10,782	COST	10,422
800 HOME DEPOT INC.	22,759	22,759	COST	22,456
450 OMNICOM GROUP INC.	20,493	20,493	COST	15,435
1500 SYNOVUS FINANCIAL INC.	19,168		COST	
3800 VANGUARD EURO PACIFIC FUND	180,500	180,500	COST	111,112
790 VANGUARD MID CAP FUND	59,241	59,241	COST	46,357
875 VANGUARD SMALL CAP FUND	58,789	58,789	COST	49,525
450 WATERS CORP.	28,412		COST	
1000 KRAFT FOODS INC.	29,560	29,560	COST	28,000
300 VANGUARD EMERGING MARKETS	13,339	13,339	COST	11,397
225 VANGUARD MID CAP FUND	15,075	15,075	COST	13,203

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
250 VANGUARD SMALL CAP FUND	$ 15,748	$ 15,748	COST	$ 14,150
450 WATERS CORP.	9,722	9,722	COST	16,822
400 VANGUARD EMERGING MARKETS	10,340	10,340	COST	15,196
200 VANGUARD MID CAP FUND	8,422	8,422	COST	11,736
200 VANGUARD SMALL CAP FUND	7,920	7,920	COST	11,320
75 IBM CORP.	6,921			
200 PEPSICO INC.	10,814			
600 GENERAL ELECTRIC	21,456			
730 MICROSOFT CORP.	21,272			
200 PROCTOR & GAMBLE	12,620			
125 BERKSHIRE HATHAWAY	9,040			
150 CISCO SYSTEMS INC.	3,968			
175 HOME DEPOT	6,721			
250 COMCAST CORP.	6,965			
1200 MATTEL INC.	26,842			
250 TYCO ELECTRONICS LTD.	9,330			
375 OMNICOM GROUP INC.	18,390			
250 TJX COMPANIES	6,793			
190 WATERS CORP.	7,104			
150 BERKSHIRE HATHAWAY		9,960	COST	11,954
350 KRAFT FOODS INC.		10,132	COST	9,800
300 CHEVRON CORP.		23,392	COST	20,358
200 CHEVRON CORP.		15,417	COST	13,572
650 PFIZER INC.		11,771	COST	9,269
525 VANGUARD INDEX REIT		22,286	COST	24,407
1897.532 ROYCE TOTAL RETURN #267		20,000	COST	20,171

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1001.502 ARTISAN INTL. FUND	$	$ 20,000	COST	$ 17,677
621.311 DODGE & COX INTL. FUND		20,000	COST	17,639
636.943 GOLDMAN SACHS MID CAP VALUE		20,000	COST	17,981
2000 POWERSHARES DB COMMODITY		46,378	COST	43,140
1390 PFIZER INC.		21,431	COST	19,821
550 WAL-MART STORES INC.		28,319	COST	26,439
TOTAL	$ 2,244,863	$ 2,143,866		$ 1,973,678

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
40,000 FEDERAL HOME LOAN BANK	$ 39,805	$		$
40,000 FEDERAL FARM CREDIT	39,565			
40,000 FEDERAL HOME LOAN MORTGAGE	39,823	39,823	COST	43,637
40,000 FEDERAL NATIONAL MORTGAGE	39,909	39,909	COST	41,519
40,000 BANK OF AMERICA	39,624	39,624	COST	42,016
40,000 GE CAPITAL CORP.	40,090	40,090	COST	41,337
40,000 GOLDMAN SACHS GROUP	39,388	39,388	COST	42,099
45,000 MERCK & CO. 4.375%	46,238	46,238	COST	48,404
40,000 WAL-MART 4.55%	41,102	41,102	COST	43,507
40,000 FEDERAL HOME LOAN BANK 2.875%		40,116	COST	41,388
TOTAL	$ 365,544	$ 326,290		$ 343,907

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Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACC INTEREST PURCHASED, NOT RECEIVED	$ 5,363	$ 4,709	$
TOTAL	$ 5,363	$ 4,709	$ 0

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Statement 8 - Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
CHERYL CONOVER STROUD - OWNS 10.58% OF AMOS INVESTMENT CORP.	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NONE

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
BARTHOLOMEW CNTY SHERIFF COLUMBUS IN 47201	543 2ND STREET NONE	PUBLIC	CHARITABLE	10,000
CHRISTIAN HELP INC. GREENWOOD IN 46142	P.O. BOX 7112 NONE	PUBLIC	CHARITABLE	10,840
COLUMBUS FIREMEN CHEER FD COLUMBUS IN 47201	1101 JACKSON STREET NONE	PUBLIC	CHARITABLE	1,000
CUB SCOUT PACK #209 EDINBURGH IN 46124	911 ROOSEVELT AVE. NONE	PUBLIC	CHARITABLE	500
ECUMENICAL ASSEMBLY COLUMBUS IN 47202	P.O. BOX 1421 NONE	PUBLIC	CHARITABLE	2,000
EDINBURGH BOY SCOUT TROOP EDINBURGH IN 46124	405 N. WALNUT STREET NONE	PUBLIC	CHARITABLE	500
EDINBURGH CH. OF NAZARENE EDINBURGH IN 46124	15130 US HIGHWAY 31 NONE	PUBLIC	CHARITABLE	4,000
EDINBURGH DOLLARS FOR SCH EDINBURGH IN 46124	P.O. BOX 305 NONE	PUBLIC	CHARITABLE	2,000
EDINBURGH FIRE CHEER FUND EDINBURGH IN 46124	107 S. HOLLAND STREET NONE	PUBLIC	CHARITABLE	1,000
FOP - SHOP WITH A COP COLUMBUS IN 47201	543 SECOND STREET NONE	PUBLIC	CHARITABLE	1,000
FRANKLIN SYMPHONIC COUNCI FRANKLIN IN 46131	P.O. BOX 988 NONE	PUBLIC	CHARITABLE	2,000
FREEDOM FROM RELIGION FOU MADISON WI 53701	P.O. BOX 750 NONE	PUBLIC	CHARITABLE	1,000
GIRL SCOUTS OF TULIP TRAC BLOOMINGTON IN 47407	5596 E. STATE ROAD 46 NONE	PUBLIC	CHARITABLE	2,000
HISTORIC LANDMARKS FDN. INDIANAPOLIS IN 46202	340 W. MICHIGAN STREET NONE	PUBLIC	CHARITABLE	10,000
HOSPICE OF SOUTH CENTRAL COLUMBUS IN 47201	2626 E. 17TH STREET NONE	PUBLIC	CHARITABLE	3,000
JOHNSON CNTY HISTORICAL S FRANKLIN IN 46131	135 N. MAIN STREET NONE	PUBLIC	CHARITABLE	14,100
JOHNSON CNTY HUMANE SOCIE FRANKLIN IN 46131	3827 NORTH 225 EAST NONE	PUBLIC	CHARITABLE	8,000
JOHNSON COUNTY 4H FRANKLIN IN 46131-8271	3556 SOUTH 800 EAST NONE	PUBLIC	CHARITABLE	1,500

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
JOHNSON COUNTY HEALTH FOU FRANKLIN IN 46131	P.O. BOX 549 NONE	PUBLIC	CHARITABLE	2,000
KAPPA KAPPA KAPPA INC. EDINBURGH IN 46124	618 MEMORIAL DRIVE NONE	PUBLIC	CHARITABLE	4,000
SALVATION ARMY INDIANAPOLIS IN 46208	3100 NORTH MERIDIAN NONE	PUBLIC	CHARITABLE	3,500
SANDY HOOK UNITED METHODI COLUMBUS IN 47203	1610 TAYLOR ROAD NONE	PUBLIC	CHARITABLE	10,000
SENIOR CENTER SERVICES COLUMBUS IN 47201	148 LINDSEY STREET NONE	PUBLIC	CHARITABLE	13,000
SOCIETY FOR PROGRESSIVE S HUNT VALLEY MD 21031	11350 MCCORMICK RD SUITE NONE	PUBLIC	CHARITABLE	3,000
UNITED WAY OF JOHNSON COU FRANKLIN IN 46131	2525 N. MORTON STREET NONE	PUBLIC	CHARITABLE	2,000
EDINBURGH DEPUTY FRAT. EDINBURGH IN 46124	100 S. MAIN STREET NONE	PUBLIC	CHARITABLE	1,000
MARRIAGE INVESTORS INC. FRANKLIN IN 46131	1876 NORTHWOOD PLAZ, #201 NONE	PUBLIC	CHARITABLE	4,250
PROJECT LINUS BLOOMINGTON IL 61702	P.O. BOX 5621 NONE	PUBLIC	CHARITABLE	500
PLANNED PARENTHOOD INDIANPOLIS IN 46206	200 S. MERIDIAN ST. NONE	PUBLIC	CHARITABLE	1,000
TOTAL				118,690

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Statement 10 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
FEDERAL TAX REFUND		$		$	$ 5,144
INDIANA STATE TAX REFUND					700
AMOS INVESTMENT CORP-ORDINA	531390	4,066			
AMOS INVESTMENT CORP-RENTAL	531190	4,925			
AMOS INV. CORP-DIVIDENDS	523000	382			
AMOS INV. CORP-ST CAPITAL G	523000	-20,123			
AMOS INV. CORP-LT CAPITAL G	523000	-13,681			
AMOS INV. CORP-INTERST INCO	523000	182			
TOTAL		$ -24,249		$ 0	$ 5,844

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Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
INTEREST INCOME	$ 18,034		14	IN
TOTAL	$ 18,034			

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
ORDINARY DIVIDENDS	$ 29,005		14	IN
TOTAL	$ 29,005			