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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**

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation

CLIFTON B & ANNE S BATCHELDER FNDN

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

409 SOUTH 17TH STREET

Room/suite

500

City or town, state, and ZIP code

OMAHA**NE 68102**H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,232,991**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

20-1162883

B Telephone number (see page 10 of the instructions)

402-393-1850C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	1,582,060			
	2	Check ☐ if the foundation is not required to attach Schedule B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	42,613	42,613		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	94,193			
	b	Gross sales price for all assets on line 6a	432,157			
	7	Capital gain net income (from Part IV, line 2)		94,193		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	1,718,866	136,806	0	
	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 Stmt 1	461	415		46
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) Stmt 2	26,409	23,768		2,641
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 3	40	37		3
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch.)				
	24	Total operating and administrative expenses. Add lines 13 through 23	26,910	24,220	0	2,690
	25	Contributions, gifts, grants paid	154,000			154,000
	26	Total expenses and disbursements. Add lines 24 and 25	180,910	24,220	0	156,690
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,537,956			
	b	Net investment income (if negative, enter -0-)		112,586		
	c	Adjusted net income (if negative, enter -0-)			0	

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

Form **990-PF** (2010)

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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				
	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 15 of the instructions)				
	7	Other notes and loans receivable (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule) Stmt 4	70,440	167,117	167,117	
	b	Investments—corporate stock (attach schedule) See Stmt 5	431	1,391,558	2,014,382	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach sch) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule) See Statement 6		50,156	51,492		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach sch) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I).	70,871	1,608,831	2,232,991		
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 ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	70,871	1,608,831		
30	Total net assets or fund balances (see page 17 of the instructions)	70,871	1,608,831			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	70,871	1,608,831			

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	70,871
2	Enter amount from Part I, line 27a	2	1,537,956
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	4
4	Add lines 1, 2, and 3	4	1,608,831
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	1,608,831

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	94,193
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	10,249

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))
2009	134,000	408,591	0.327956
2008	481	275,530	0.001746
2007		821	
2006			
2005			

2 Total of line 1, column (d)	2	0.329702
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	0.164851
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,113,783
5 Multiply line 4 by line 3	5	348,459
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,126
7 Add lines 5 and 6	7	349,585
8 Enter qualifying distributions from Part XII, line 4 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.	8	156,690

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	2,252
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,252
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,252
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	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	
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	2,252
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 2011 estimated tax ☐ Refunded ☐	11	

Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		X
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► N/A	13	X	
14	The books are in care of ► FIRST NATIONAL BANK OF OMAHA P.O. BOX 3327 Located at ► OMAHA NE ZIP+4 ► 68103 Telephone no. ► 402-964-8734			
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1b	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)):	1c	
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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 page 22 of the instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20	2b	
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 2010 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 2010.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2010?	4a	X
	4b	X

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? ☐ Yes ☒ No **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**

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8				

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

0

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

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 N/A	
2	
3	
4	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,937,736
b	Average of monthly cash balances	1b	208,237
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,145,973
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	2,145,973
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	32,190
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,113,783
6	Minimum investment return. Enter 5% of line 5	6	105,689

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	105,689
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,252
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,252
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,437
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	103,437
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	103,437

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	156,690
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	156,690
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	156,690

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				103,437
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				100,306
f Total of lines 3a through e	100,306			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 156,690				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				103,437
e Remaining amount distributed out of corpus	53,253			
5 Excess distributions carryover applied to 2010 (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	153,559			
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 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	153,559			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				100,306
e Excess from 2010				53,253

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 2010, 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)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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					

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.

N/A**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:

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

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				154,000
Total			▶ 3a	154,000
b Approved for future payment N/A				
Total			▶ 3b	

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	42,613	
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			14	94,193	
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)		0		136,806	0
13	Total. Add line 12, columns (b), (d), and (e)				136,806	136,806

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

- | | Yes | No |
|--|-----|----|
|--|-----|----|

[illegible]

- | | | |
|-------|--|----------|
| 1a(1) | | X |
|-------|--|----------|

- | | | |
|-------|--|----------|
| 1a(2) | | X |
|-------|--|----------|

- | | | |
|-------|--|----------|
| 1b(1) | | X |
|-------|--|----------|

- | | | |
|--------------|--|----------|
| 1b(2) | | X |
|--------------|--|----------|

- | | | |
|-------|--|----------|
| 1b(3) | | X |
|-------|--|----------|

- | | | |
|-------|--|---|
| 1b(4) | | X |
|-------|--|---|

- | | |
|--------------|----------|
| 1b(5) | X |
|--------------|----------|

- | | | |
|--------------|--|----------|
| 1b(6) | | X |
|--------------|--|----------|

1c		X
----	--	---

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

☐ Yes ☒ No

(a) Name of organization

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.

▶ Edward Batchelder ▶ 05-12-11 ▶ X
Signature of officer or trustee Date Title

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.

▶ X
Title

Check ☐ if self-employed

05/11/11

PTIN

Phone no **402-602-3483**

Form **990-PF** (2010)

Schedule B
(Form 990, 990-EZ,
or 990-PF)
 Department of the Treasury
 Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2010

▶ Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

Employer identification number

CLIFTON B & ANNE S BATCHELDER FNDN

20-1162883

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

☒ 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

- ☒ 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) and 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 its 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

CLIFTON B & ANNE S BATCHELDER FNDN

Employer identification number

20-1162883**Contributors (see instructions)**

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BATCHELDER C.R.U.T. FIRST NATIONAL BANK OF OMAHA, TTEE 1620 DODGE ST, STOP 1061 OMAHA NE 68197	\$ 1,582,060	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.)
			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.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Page **1** of **1** of Part II

Name of organization

CLIFTON B & ANNE S BATCHELDER FNDN

Employer identification number

20-1162883**Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	BATCHELDER C.R.U.T.	\$ 1,760,563	01/01/10
(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
		\$	
(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
		\$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning _____, and ending _____		

Name CLIFTON B & ANNE S BATCHELDER FNDN	Employer Identification Number 20-1162883
---	---

(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) ALBEMARLE CORP	P	01/26/04	04/13/10
(2) ALBEMARLE CORP	P	09/30/08	04/13/10
(3) ALBEMARLE CORP	P	01/29/04	04/13/10
(4) ARCH CHEMICALS INC	P	01/20/04	10/07/10
(5) ARCH CHEMICALS INC	P	12/13/06	10/07/10
(6) BANCORPSOUTH INC	P	01/20/04	10/26/10
(7) BANCORPSOUTH INC	P	01/26/04	10/26/10
(8) BANCORPSOUTH INC	P	01/29/04	10/26/10
(9) BANCORPSOUTH INC	P	08/05/04	10/26/10
(10) CASEY'S GENERAL STORES INC	P	01/29/04	04/09/10
(11) CASEY'S GENERAL STORES INC	P	01/29/04	07/09/10
(12) CHATTEM INCORPORATED	P	04/08/09	01/13/10
(13) CLARCOR INC	P	05/21/07	08/18/10
(14) COLUMBIA SPORTSWEAR CO	P	05/24/06	10/14/10
(15) COMTECH TELECOMMUNICATIONS CORP	P	01/21/09	10/07/10

(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) 4,307		1,516	2,791
(2) 4,307		3,084	1,223
(3) 4,307		1,516	2,791
(4) 3,528		2,614	914
(5) 1,764		1,631	133
(6) 1,257		2,321	-1,064
(7) 2,514		4,651	-2,137
(8) 1,257		2,212	-955
(9) 1,257		2,100	-843
(10) 13,358		5,827	7,531
(11) 7,156		3,330	3,826
(12) 9,328		5,363	3,965
(13) 3,540		3,250	290
(14) 11,840		9,922	1,918
(15) 1,477		2,014	-537

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)			2,791
(2)			1,223
(3)			2,791
(4)			914
(5)			133
(6)			-1,064
(7)			-2,137
(8)			-955
(9)			-843
(10)			7,531
(11)			3,826
(12)			3,965
(13)			290
(14)			1,918
(15)			-537

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning _____, and ending _____		

Name CLIFTON B & ANNE S BATCHELDER FNDN	Employer Identification Number 20-1162883
---	---

(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) COMTECH TELECOMMUNICATIONS CORP	P	08/12/09	10/07/10
(2) COMTECH TELECOMMUNICATIONS CORP	P	06/04/09	12/16/10
(3) COMTECH TELECOMMUNICATIONS CORP	P	08/12/09	12/16/10
(4) COMTECH TELECOMMUNICATIONS CORP	P	06/10/10	12/16/10
(5) CORN PRODUCTS INTL INC	P	01/20/04	02/03/10
(6) CORN PRODUCTS INTL INC	P	01/26/04	02/10/10
(7) CORN PRODUCTS INTL INC	P	01/26/04	07/29/10
(8) CORN PRODUCTS INTL INC	P	01/29/04	07/29/10
(9) EDWARDS LIFESCIENCES CORP	P	01/26/04	01/29/10
(10) EDWARDS LIFESCIENCES CORP	P	01/20/04	09/16/10
(11) EDWARDS LIFESCIENCES CORP	P	01/20/04	09/22/10
(12) ENCORE ACQUISITION CO	P	03/11/09	02/17/10
(13) HUBBLE INC CL B	P	01/20/04	02/10/10
(14) LITTLEFUSE INC	P	01/20/04	09/14/10
(15) LITTLEFUSE INC	P	12/14/06	09/16/10

(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) 1,477		1,680	-203
(2) 2,716		3,068	-352
(3) 2,716		3,359	-643
(4) 2,716		3,053	-337
(5) 3,032		1,774	1,258
(6) 3,166		1,769	1,397
(7) 3,271		1,769	1,502
(8) 6,542		3,532	3,010
(9) 9,064		3,340	5,724
(10) 5,875		1,655	4,220
(11) 5,861		1,655	4,206
(12) 9,993		3,749	6,244
(13) 2,221		2,185	36
(14) 2,123		1,549	574
(15) 2,087		1,527	560

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)			-203
(2)			-352
(3)			-643
(4)			-337
(5)			1,258
(6)			1,397
(7)			1,502
(8)			3,010
(9)			5,724
(10)			4,220
(11)			4,206
(12)			6,244
(13)			36
(14)			574
(15)			560

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning _____, and ending _____		

Name CLIFTON B & ANNE S BATCHELDER FNDN	Employer Identification Number 20-1162883
---	---

(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) METLER TOLEDO INTL	P	02/06/09	04/12/10
(2) MICROS SYTEMS INC	P	06/22/06	06/10/10
(3) MICROS SYTEMS INC	P	09/18/08	06/10/10
(4) MICROS SYTEMS INC	P	09/30/08	06/10/10
(5) ODYSSEY HEALTHCARE INC	P	10/18/06	05/24/10
(6) ODYSSEY HEALTHCARE INC	P	03/28/07	05/24/10
(7) ODYSSEY HEALTHCARE INC	P	03/28/07	07/15/10
(8) ODYSSEY HEALTHCARE INC	P	07/24/07	07/15/10
(9) ODYSSEY HEALTHCARE INC	P	08/11/08	07/15/10
(10) SM ENERGY CO	P	01/26/04	07/01/10
(11) SM ENERGY CO	P	01/29/04	07/01/10
(12) TENNANT CO	P	01/29/04	06/22/10
(13) WILMINGTON TRUST CORP	P	01/20/04	10/06/10
(14) WILMINGTON TRUST CORP	P	01/26/04	10/06/10
(15) WILMINGTON TRUST CORP	P	01/29/04	10/06/10

(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) 5,689		3,072	2,617
(2) 3,281		2,023	1,258
(3) 3,281		2,725	556
(4) 3,281		2,606	675
(5) 9,236		4,986	4,250
(6) 2,656		1,344	1,312
(7) 2,645		1,344	1,301
(8) 5,291		2,406	2,885
(9) 5,291		1,899	3,392
(10) 1,951		756	1,195
(11) 9,756		3,675	6,081
(12) 3,729		2,019	1,710
(13) 398		1,875	-1,477
(14) 796		3,706	-2,910
(15) 1,593		7,368	-5,775

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)			2,617
(2)			1,258
(3)			556
(4)			675
(5)			4,250
(6)			1,312
(7)			1,301
(8)			2,885
(9)			3,392
(10)			1,195
(11)			6,081
(12)			1,710
(13)			-1,477
(14)			-2,910
(15)			-5,775

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning , and ending		

Name CLIFTON B & ANNE S BATCHELDER FNDN	Employer Identification Number 20-1162883
---	---

(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) WILMINGTON TRUST CORP	P	09/27/05	10/06/10
(2) WILMINGTON TRUST CORP	P	03/26/08	10/06/10
(3) WILMINGTON TRUST CORP	P	05/28/09	10/06/10
(4) WILMINGTON TRUST CORP	P	06/24/09	10/06/10
(5) ABBOTT LABORATORIES	P	02/03/04	04/15/10
(6) ABBOTT LABORATORIES	P	03/27/09	04/15/10
(7) ABBOTT LABORATORIES	P	01/20/04	04/15/10
(8) ANADARKO PETROLEUM CORP	P	01/14/09	04/30/10
(9) ANADARKO PETROLEUM CORP	P	02/12/09	04/30/10
(10) ANADARKO PETROLEUM CORP	P	12/04/08	06/03/10
(11) CARDINAL HEALTH INC	P	12/08/08	03/04/10
(12) CHEVRON CORPORATION	P	01/26/04	03/18/10
(13) CHEVRON CORPORATION	P	01/26/04	08/11/10
(14) CHUBB CORP	P	01/26/04	04/01/10
(15) CHUBB CORP	P	01/20/04	04/01/10

(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) 796		3,652	-2,856
(2) 796		3,248	-2,452
(3) 796		1,370	-574
(4) 796		1,234	-438
(5) 1,307		1,025	282
(6) 1,307		1,173	134
(7) 3,922		3,065	857
(8) 1,609		944	665
(9) 4,827		2,937	1,890
(10) 6,625		5,425	1,200
(11) 9,650		7,166	2,484
(12) 5,580		3,257	2,323
(13) 3,881		2,171	1,710
(14) 1,296		889	407
(15) 2,592		1,744	848

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)			-2,856
(2)			-2,452
(3)			-574
(4)			-438
(5)			282
(6)			134
(7)			857
(8)			665
(9)			1,890
(10)			1,200
(11)			2,484
(12)			2,323
(13)			1,710
(14)			407
(15)			848

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning , and ending		

Name CLIFTON B & ANNE S BATCHELDER FNDN	Employer Identification Number 20-1162883
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(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) CISCO SYSTEMS INC	P	02/26/08	03/18/10
(2) COMCAST CORP CL A	P	09/25/07	02/11/10
(3) EMERSON ELECTRIC CO	P	10/01/09	10/28/10
(4) EMERSON ELECTRIC CO	P	12/01/04	11/24/10
(5) EXELON CORP	P	02/27/09	01/07/10
(6) FISERV INC	P	01/22/08	05/20/10
(7) FISERV INC	P	02/28/08	05/20/10
(8) FISERV INC	P	03/13/08	05/20/10
(9) FISERV INC	P	03/28/08	05/20/10
(10) HEWLETT PACKARD CO	P	02/03/04	03/18/10
(11) INTERNATIONAL BUSINESS MACHINES INC	P	03/30/06	03/18/10
(12) KIMBERLY CLARK CORP	P	02/03/04	06/24/10
(13) KIMBERLY CLARK CORP	P	01/26/04	06/24/10
(14) MCGRAW-HILL COS INC	P	10/16/08	07/23/10
(15) MCGRAW-HILL COS INC	P	12/08/08	07/23/10

(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) 6,578		5,431	1,147
(2) 3,830		5,743	-1,913
(3) 5,452		3,895	1,557
(4) 4,167		2,504	1,663
(5) 8,474		8,322	152
(6) 9,495		9,744	-249
(7) 1,187		1,331	-144
(8) 1,187		1,219	-32
(9) 1,187		1,202	-15
(10) 3,952		1,801	2,151
(11) 6,412		4,156	2,256
(12) 4,649		4,393	256
(13) 1,550		1,440	110
(14) 8,960		7,365	1,595
(15) 2,987		2,487	500

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)			1,147
(2)			-1,913
(3)			1,557
(4)			1,663
(5)			152
(6)			-249
(7)			-144
(8)			-32
(9)			-15
(10)			2,151
(11)			2,256
(12)			256
(13)			110
(14)			1,595
(15)			500

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning _____, and ending _____		

Name CLIFTON B & ANNE S BATCHELDER FNDN	Employer Identification Number 20-1162883
---	---

(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) MCGRAW-HILL COS INC	P	05/21/10	07/23/10
(2) MICROSOFT CORP	P	02/26/08	03/18/10
(3) PEABODY ENERGY CORP	P	06/28/07	03/18/10
(4) PEABODY ENERGY CORP	P	06/28/07	08/11/10
(5) PEABODY ENERGY CORP	P	09/30/08	08/11/10
(6) PEABODY ENERGY CORP	P	08/01/07	08/11/10
(7) PEABODY ENERGY CORP	P	08/01/07	08/12/10
(8) PRUDENTIAL FINANCIAL INC	P	05/30/08	04/19/10
(9) PRUDENTIAL FINANCIAL INC	P	05/30/08	10/07/10
(10) PRUDENTIAL FINANCIAL INC	P	07/10/08	11/03/10
(11) PRUDENTIAL FINANCIAL INC	P	10/27/08	11/03/10
(12) SOUTHERN CO	P	05/17/05	08/05/10
(13) SOUTHERN CO	P	10/13/05	08/05/10
(14) SOUTHERN CO	P	04/06/06	08/05/10
(15) TEXAS INSTRUMENTS INC	P	02/20/07	03/18/10

(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) 3,733		3,508	225
(2) 3,687		3,535	152
(3) 2,398		2,256	142
(4) 1,163		1,128	35
(5) 1,163		1,044	119
(6) 1,163		973	190
(7) 2,308		1,945	363
(8) 7,815		9,363	-1,548
(9) 5,397		7,491	-2,094
(10) 3,982		4,469	-487
(11) 3,982		2,586	1,396
(12) 1,784		1,721	63
(13) 4,460		4,171	289
(14) 1,784		1,634	150
(15) 3,077		3,872	-795

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)			225
(2)			152
(3)			142
(4)			35
(5)			119
(6)			190
(7)			363
(8)			-1,548
(9)			-2,094
(10)			-487
(11)			1,396
(12)			63
(13)			289
(14)			150
(15)			-795

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning _____, and ending _____		

Name CLIFTON B & ANNE S BATCHELDER FNDN	Employer Identification Number 20-1162883
---	---

(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) TEXAS INSTRUMENTS INC	P	11/02/06	10/28/10
(2) TEXAS INSTRUMENTS INC	P	02/20/07	10/28/10
(3) TEXAS INSTRUMENTS INC	P	02/01/06	10/28/10
(4) THERMO FISHER SCIENTIFIC INC	P	02/03/09	07/22/10
(5) THERMO FISHER SCIENTIFIC INC	P	02/20/09	07/22/10
(6) THERMO FISHER SCIENTIFIC INC	P	05/21/09	07/22/10
(7) UNITEDHEALTH GROUP INC	P	05/12/08	04/15/10
(8) UNITEDHEALTH GROUP INC	P	06/13/08	04/23/10
(9) UNITEDHEALTH GROUP INC	P	03/27/09	04/23/10
(10) WALGREEN CO	P	01/11/08	07/02/10
(11) WALGREEN CO	P	01/10/08	07/02/10
(12) 3M CO	P	09/29/05	11/24/10
(13) 3M CO	P	07/07/06	11/24/10
(14) 3M CO	P	08/26/05	11/24/10
(15) POTASH CORP OF SASKATCHEWAN INC	P	07/06/09	08/17/10

(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) 2,911		2,985	-74
(2) 3,638		3,871	-233
(3) 728		731	-3
(4) 2,504		1,814	690
(5) 6,260		4,627	1,633
(6) 6,260		4,405	1,855
(7) 5,294		5,731	-437
(8) 3,805		3,851	-46
(9) 2,283		1,614	669
(10) 1,323		1,719	-396
(11) 3,969		5,151	-1,182
(12) 2,112		1,834	278
(13) 4,225		3,772	453
(14) 4,225		3,548	677
(15) 7,070		4,667	2,403

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)			-74
(2)			-233
(3)			-3
(4)			690
(5)			1,633
(6)			1,855
(7)			-437
(8)			-46
(9)			669
(10)			-396
(11)			-1,182
(12)			278
(13)			453
(14)			677
(15)			2,403

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning , and ending		

Name CLIFTON B & ANNE S BATCHELDER FNDN	Employer Identification Number 20-1162883
---	---

(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) POTASH CORP OF SASKATCHEWAN INC	P	07/24/09	08/17/10
(2) TRANSOCEAN LTD	P	01/26/04	04/29/10
(3) TRANSOCEAN LTD	P	02/03/04	04/29/10
(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) 7,070		4,699	2,371
(2) 6,883		2,388	4,495
(3) 4,923		1,709	3,214
(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)			2,371
(2)			4,495
(3)			3,214
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

5/11/2011 3:44 PM

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL EXPENSE	\$ 461	\$ 415	\$	\$ 46
Total	\$ 461	\$ 415	\$ 0	\$ 46

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGER FEES	\$ 26,409	\$ 23,768	\$	\$ 2,641
Total	\$ 26,409	\$ 23,768	\$ 0	\$ 2,641

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	\$ 5	\$ 5	\$	\$
2009 FORM 990-PF TAX PAID	35	32		3
Total	\$ 40	\$ 37	\$ 0	\$ 3

Federal Statements**Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
GOLDMAN SACHS FINL SQ FUND	\$ 70,440	\$	Cost	\$
MONEY MARKET FUNDS		167,117	Cost	167,117
Total	\$ 70,440	\$ 167,117		\$ 167,117

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
PEPSICO INC	\$ 431	\$	Cost	\$
COMMON EQUITY SECURITIES		1,391,558	Cost	2,014,382
Total	\$ 431	\$ 1,391,558		\$ 2,014,382

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
MUNICIPAL OBLIGATIONS	\$	\$ 50,156	Cost	\$ 51,492
Total	\$ 0	\$ 50,156		\$ 51,492

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
ROUNDING	\$ 4
Total	\$ 4

Federal Statements

20-1162883

FYE: 12/31/2010

5/11/2011 3:44 PM

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
EDWARD BATCHELDER 9808 FIELDCREST DR OMAHA NE 68114	DIRECTOR	0.50	0	0	0
ANNE BATCHELDER PRATT 524 SOUTH 118TH ST OMAHA NE 68154	DIRECTOR	0.50	0	0	0
JOHN K BOYER 409 S 17TH ST OMAHA NE 68102	SECRETARY	0.50	0	0	0
MARY BATCHELDER BEQUETTE 13519 COUNTY ROAD 38 KENNARD NE 68034	DIRECTOR	0.50	0	0	0
LUCIA BATCHELDER PAMP 1070 HIGH LAKE VIEW COLORADO SPRINGS CO 80906	DIRECTOR	0.50	0	0	0

Federal Statements

20-1162883

FYE: 12/31/2010

5/11/2011 3:44 PM

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

Name	Address	Relationship	Status	Purpose	Amount
ALZHEIMER'S ASSOCIATION OMAHA NE 68105	1941 S 42ND ST, STE 205 NONE		PUBLIC	UNRESTRICTED GIFT	5,000
AMERICAN RED CROSS OMAHA NE 68124	2912 S 80TH AVE NONE		PUBLIC	UNRESTRICTED GIFT	15,000
BELLEVUE UNIVERSITY FNDN BELLEVUE NE 68005	1000 GALVIN ROAD S NONE		PUBLIC	SCHOLARSHIPS	15,000
CHILDREN'S HOSPITAL OMAHA NE 68114	8200 DODGE ST NONE		PUBLIC	UNRESTRICTED GIFT	10,000
HASTINGS COLLEGE FNDN OMAHA NE 68154	11422 MIRACLE HILLS DR NONE		PRIVATE	SCHOLARSHIPS	30,000
METHODIST HOSPITAL FNDN OMAHA NE 68114	8401 W DODGE RD NONE		PUBLIC	UNRESTRICTED GIFT	15,000
MID-AMERICA- BOY SCOUTS OMAHA NE 68164	12401 W MAPLE RD NONE		PUBLIC	UNRESTRICTED GIFT	15,000
DURHAM MUSEUM OMAHA NE 68108	801 S 10TH ST NONE		PUBLIC	UNRESTRICTED GIFT	4,000
SALVATION ARMY OMAHA NE 68131	3612 CUMING ST NONE		PUBLIC	UNRESTRICTED GIFT	10,000
UTA HALEE GIRLS VILLAGE OMAHA NE 68112	10625 CALHOUN RD NONE		PUBLIC	UNRESTRICTED GIFT	15,000
BROWNELL-TALBOT SCHOOL OMAHA NE 68132	400 N HAPPY HOLLOW RD NONE		PUBLIC	UNRESTRICTED GIFT	5,000
NEBRASKA HUMANE SOCIETY OMAHA NE 68134	8929 FORT ST NONE		PUBLIC	UNRESTRICTED GIFT	5,000
FOOD BANK OF THE HEARTLAN OMAHA NE 68117	6824 J ST NONE		PUBLIC	UNRESTRICTED GIFT	5,000
DUNDEE PRESBYTERIAN CHURC OMAHA NE 68132	5312 UNDERWOOD AVE NONE		PUBLIC	UNRESTRICTED GIFT	5,000
Total					154,000