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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 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 THE ONEAMERICA FOUNDATION, INC		A Employer identification number 31-1146437
Number and street (or P O box number if mail is not delivered to street address) ONE AMERICAN SQUARE	Room/suite	B Telephone number 317-285-1057
City or town, state, and ZIP code INDIANAPOLIS, IN 46282		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,282,992. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		110.	267.		STATEMENT 2
4 Dividends and interest from securities		185,674.	162,273.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,574.			STATEMENT 1
b Gross sales price for all assets on line 6a	8,361,738.				
7 Capital gain net income (from Part IV, line 2)			946,292.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		193,358.	1,108,832.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	21,868.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	449.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		22,317.	0.	0.	0.
25 Contributions, gifts, grants paid		496,079.			496,079.
26 Total expenses and disbursements. Add lines 24 and 25		518,396.	0.	0.	496,079.
27 Subtract line 26 from line 12:		-325,038.			
a Excess of revenue over expenses and disbursements			1,108,832.		
b Net investment income (if negative, enter -0-)				0.	
c Adjusted net income (if negative, enter -0-)					

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12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	7,035.	13,982.	13,982.
	2 Savings and temporary cash investments	144,347.	348,823.	348,823.
	3 Accounts receivable ▶ 695.			
	Less: allowance for doubtful accounts ▶	14.	695.	695.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	3,405,647.		
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	5,102,238.	8,914,599.	8,914,599.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ FEDERAL EXCISE TAX)	161.	4,893.	4,893.
	16 Total assets (to be completed by all filers)	8,659,442.	9,282,992.	9,282,992.
	17 Accounts payable and accrued expenses	35.	49.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	35.	49.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,659,407.	9,282,943.	
	30 Total net assets or fund balances	8,659,407.	9,282,943.	
	31 Total liabilities and net assets/fund balances	8,659,442.	9,282,992.	

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	8,659,407.
2 Enter amount from Part I, line 27a	2	-325,038.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	948,574.
4 Add lines 1, 2, and 3	4	9,282,943.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,282,943.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 8,361,738.		7,415,446.	946,292.

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			946,292.

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	946,292.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	214,200.	4,955,582.	.043224
2008	449,404.	5,429,829.	.082766
2007	493,615.	6,102,254.	.080891
2006	578,750.	5,862,205.	.098726
2005	470,147.	5,676,317.	.082826

2 Total of line 1, column (d)	2	.388433
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	.077687
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,821,466.
5 Multiply line 4 by line 3	5	685,313.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,088.
7 Add lines 5 and 6	7	696,401.
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.	8	496,079.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	22,177.
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	22,177.
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	22,177.
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	26,773.
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	26,773.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,596.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 4,596. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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)? 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ DANIEL SCHLUGE** Telephone no. **▶ 317-285-1982**
 Located at **▶ ONE AMERICAN SQUARE, INDIANAPOLIS, IN** ZIP+4 **▶ 46204**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **▶ 15** **N/A**

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? **Yes** **No**
 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** **X**

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/> N/A	1b	
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?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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 2010?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	8,383,610.
b	Average of monthly cash balances	1b	572,193.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,955,803.
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	8,955,803.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	134,337.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,821,466.
6	Minimum investment return. Enter 5% of line 5	6	441,073.

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

1	Minimum investment return from Part X, line 6	1	441,073.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	22,177.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,177.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	418,896.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	418,896.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	418,896.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	496,079.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	496,079.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	496,079.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				418,896.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	191,800.			
b From 2006	298,204.			
c From 2007	196,963.			
d From 2008	185,728.			
e From 2009				
f Total of lines 3a through e	872,695.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	496,079.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				418,896.
e Remaining amount distributed out of corpus	77,183.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	949,878.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	191,800.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	758,078.			
10 Analysis of line 9:				
a Excess from 2006	298,204.			
b Excess from 2007	196,963.			
c Excess from 2008	185,728.			
d Excess from 2009				
e Excess from 2010	77,183.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

		Prior 3 years				(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon.					
	a "Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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

- c Any submission deadlines**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 9				
Total			3a	496,079.
b Approved for future payment				
NONE				
Total			3b	0.

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. | | |



[illegible]

- 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		

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.

and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here  | 11-11-11 
 Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Form 8688

Explanation for Extension

Statement 1

Explanation

All information necessary to file a complete and accurate return has not been received and reviewed (eg investment information, trial balance, etc.) Additional time is required to accumulate and review such data.

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	AEGON N V	D	12/29/09	02/25/10
b	ALUMINUM COMPANY OF AMERICA	D	12/29/09	10/26/10
c	AUTODESK SOFTWARE	D	12/29/09	01/19/10
d	BALDOR ELECTRIC	D	12/29/09	02/11/10
e	BED BATH & BEYOND INC	D	12/29/09	01/19/10
f	BEST BUY CO INC	D	12/29/09	03/25/10
g	CARLISLE COMPANIES	D	12/29/09	01/19/10
h	CISCO SYSTEMS INC	D	12/29/09	01/19/10
i	COCA-COLA CO	D	12/29/09	05/12/10
j	CRANE CO	D	12/29/09	01/19/10
k	CUMMINS INC	D	12/29/09	01/19/10
l	DOW CHEMICAL	D	12/29/09	01/19/10
m	FLIR SYSTEMS INC	D	12/29/09	03/03/10
n	GENERAL DYNAMICS CORP	D	12/29/09	01/19/10
o	HEWLETT PACKARD CO	D	12/29/09	02/25/10

	(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)
a	71,167.		167,825.	-96,658.
b	67,255.		59,251.	8,004.
c	54,998.		17,327.	37,671.
d	45,090.		29,715.	15,375.
e	77,854.		63,563.	14,291.
f	43,689.		35,304.	8,385.
g	172,536.		102,224.	70,312.
h	160,483.		129,289.	31,194.
i	121,273.		96,838.	24,435.
j	162,199.		117,714.	44,485.
k	18,333.		7,440.	10,893.
l	133,694.		145,882.	-12,188.
m	47,915.		24,624.	23,291.
n	28,269.		14,598.	13,671.
o	100,219.		37,900.	62,319.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-96,658.
b			8,004.
c			37,671.
d			15,375.
e			14,291.
f			8,385.
g			70,312.
h			31,194.
i			24,435.
j			44,485.
k			10,893.
l			-12,188.
m			23,291.
n			13,671.
o			62,319.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

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	ILLINOIS TOOL WORKS	D	12/29/09	03/03/10
b	INTEL CORP	D	12/29/09	01/19/10
c	JPMORGAN & CO	D	12/29/09	02/16/10
d	JOHNSON & JOHNSON	D	12/29/09	01/19/10
e	MPS GROUP	D	12/29/09	01/20/10
f	MCKESSON HBOC INC	D	12/29/09	03/25/10
g	MERCK & CO INC	D	12/29/09	02/11/10
h	NORFOLK & SOUTHERN	D	12/29/09	03/09/10
i	NUCOR CORP	D	12/29/09	03/25/10
j	PRECISION CASTPARTS	D	12/29/09	01/19/10
k	ROBERT HALF INTL INC	D	12/29/09	01/19/10
l	ROYAL DUTCH SHELL PLC	D	12/29/09	01/19/10
m	TELEFONOS DE MEXICO S A B DE C V	D	12/29/09	12/01/10
n	TELMEX INTERNATIONAL ADR	D	12/29/09	01/19/10
o	TEXAS INSTRUMENTS INC	D	12/29/09	02/16/10

(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)
a 120,986.		122,034.	-1,048.
b 191,965.		169,503.	22,462.
c 96,303.		72,541.	23,762.
d 104,991.		100,099.	4,892.
e 20,700.		14,656.	6,044.
f 176,357.		90,676.	85,681.
g 71,876.		62,177.	9,699.
h 113,107.		79,506.	33,601.
i 13,764.		9,866.	3,898.
j 195,162.		89,111.	106,051.
k 45,727.		37,492.	8,235.
l 171,229.		119,771.	51,458.
m 106,155.		60,308.	45,847.
n 90,864.		31,146.	59,718.
o 132,730.		110,762.	21,968.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,048.
b			22,462.
c			23,762.
d			4,892.
e			6,044.
f			85,681.
g			9,699.
h			33,601.
i			3,898.
j			106,051.
k			8,235.
l			51,458.
m			45,847.
n			59,718.
o			21,968.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	TIDEWATER INC	D	12/29/09	01/19/10
b	VALERO ENERGY CORP	D	12/29/09	01/20/10
c	WERNER ENTERPRISES INC	D	12/29/09	01/19/10
d	WOLVERINE WORLD WIDE INC	D	12/29/09	01/19/10
e	BLACKROCK TEMPFUND	P	02/05/10	03/26/10
f	COLUMBIA ACORN FUND	P	06/25/08	03/03/10
g	FIDELITY INTERNATIONAL DISCOVERY	P	12/10/07	03/03/10
h	FIDELITY GROWTH CO FUND	P	01/13/06	11/01/10
i	ISHARES RUSSELL 1000 VALUE	P	07/21/06	02/16/10
j	ISHARES S&P SMALL CAP 600 INDEX FUND	P	12/17/08	03/09/10
k	T. ROWE PRICE GROWTH	P	07/15/03	11/01/10
l	VANGUARD 500 INDEX	P	05/28/03	02/16/10
m	VANGUARD GROWTH INDEX FUND	P	09/07/06	11/01/10
n	VANGUARD MID CAP INDEX	P	08/26/04	03/03/10
o	DREYFUS TREASURY INSTITUTIONAL	P	01/25/10	12/27/10

(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)
a 184,598.		110,396.	74,202.
b 45,815.		39,439.	6,376.
c 121,362.		104,315.	17,047.
d 150,109.		58,981.	91,128.
e 1,680,000.		1,680,000.	0.
f 141,624.		153,440.	-11,816.
g 123,648.		162,174.	-38,526.
h 56,093.		48,691.	7,402.
i 240,674.		306,151.	-65,477.
j 263,163.		226,725.	36,438.
k 47,182.		34,084.	13,098.
l 140,460.		134,222.	6,238.
m 31,162.		28,414.	2,748.
n 155,713.		109,272.	46,441.
o 2,000,000.		2,000,000.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			74,202.
b			6,376.
c			17,047.
d			91,128.
e			0.
f			-11,816.
g			-38,526.
h			7,402.
i			-65,477.
j			36,438.
k			13,098.
l			6,238.
m			2,748.
n			46,441.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

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	MUTUAL FUND SHORT TERM	P	12/29/09	03/31/10
b	MUTUAL FUND LONG TERM	P	01/01/09	03/31/10
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,207.			11,207.
b 12,038.			12,038.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,207.
b			12,038.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	946,292.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AEGON N V	71,167.	79,116.	0.	0.	-7,949.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ALUMINUM COMPANY OF AMERICA	67,255.	84,157.	0.	0.	-16,902.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AUTODESK SOFTWARE	54,998.	53,571.	0.	0.	1,427.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BALDOR ELECTRIC			12/29/09	02/11/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,090.	42,615.	0.	0.	2,475.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BED BATH & BEYOND INC			12/29/09	01/19/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
77,854.	74,328.	0.	0.	3,526.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BEST BUY CO INC			12/29/09	03/25/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,689.	40,420.	0.	0.	3,269.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CARLISLE COMPANIES			12/29/09	01/19/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
172,536.	168,048.	0.	0.	4,488.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CISCO SYSTEMS INC	160,483.	156,650.	0.	0.	3,833.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
COCA-COLA CO	121,273.	129,915.	0.	0.	-8,642.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CRANE CO	162,199.	154,546.	0.	0.	7,653.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CUMMINS INC	18,333.	16,394.	0.	0.	1,939.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DOW CHEMICAL	133,694.	126,016.	0.	0.	7,678.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FLIR SYSTEMS INC	47,915.	59,724.	0.	0.	-11,809.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GENERAL DYNAMICS CORP	28,269.	27,420.	0.	0.	849.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HEWLETT PACKARD CO	100,219.	105,140.	0.	0.	-4,921.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ILLINOIS TOOL WORKS	120,986.	126,048.	0.	0.	-5,062.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
INTEL CORP	191,965.	186,678.	0.	0.	5,287.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
JPMORGAN & CO	96,303.	101,567.	0.	0.	-5,264.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
JOHNSON & JOHNSON	104,991.	103,904.	0.	0.	1,087.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MPS GROUP	20,700.	20,610.	0.	0.	90.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MCKESSON HBOC INC	176,357.	175,807.	0.	0.	550.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MERCK & CO INC	71,876.	72,345.	0.	0.	-469.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
NORFOLK & SOUTHERN	113,107.	111,930.	0.	0.	1,177.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
NUCOR CORP	13,764.	13,818.	0.	0.	-54.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PRECISION CASTPARTS	195,162.	191,369.	0.	0.	3,793.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ROBERT HALF INTL INC	45,727.	43,616.	0.	0.	2,111.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ROYAL DUTCH SHELL PLC	171,229.	170,212.	0.	0.	1,017.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TELEFONOS DE MEXICO S A B DE C V	106,155.	110,231.	0.	0.	-4,076.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TELMEX INTERNATIONAL ADR	90,864.	88,151.	0.	0.	2,713.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TEXAS INSTRUMENTS INC	132,730.	136,998.	0.	0.	-4,268.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TIDEWATER INC	184,598.	175,893.	0.	0.	8,705.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VALERO ENERGY CORP			12/29/09	01/20/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,815.	40,320.	0.	0.	5,495.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WERNER ENTERPRISES INC			12/29/09	01/19/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,362.	114,187.	0.	0.	7,175.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WOLVERINE WORLD WIDE INC			12/29/09	01/19/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150,109.	146,002.	0.	0.	4,107.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLACKROCK TEMPFUND			02/05/10	03/26/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,680,000.	1,680,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COLUMBIA ACORN FUND				06/25/08	03/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
141,624.	153,440.	0.	0.	-11,816.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY INTERNATIONAL DISCOVERY				12/10/07	03/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
123,648.	162,174.	0.	0.	-38,526.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY GROWTH CO FUND				01/13/06	11/01/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
56,093.	48,691.	0.	0.	7,402.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES RUSSELL 1000 VALUE				07/21/06	02/16/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
240,674.	306,151.	0.	0.	-65,477.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
ISHARES S&P SMALL CAP 600 INDEX FUND	263,163.	226,725.	0.	0.		12/17/08 03/09/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
T. ROWE PRICE GROWTH	47,182.	34,084.	0.	0.		07/15/03 11/01/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
VANGUARD 500 INDEX	140,460.	134,222.	0.	0.		05/28/03 02/16/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
VANGUARD GROWTH INDEX FUND	31,162.	28,414.	0.	0.		09/07/06 11/01/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
VANGUARD MID CAP INDEX	155,713.	109,272.	0.	0.		08/26/04 03/03/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DREYFUS TREASURY INSTITUTIONAL	2,000,000.	2,000,000.	0.	0.		01/25/10 12/27/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MUTUAL FUND SHORT TERM	11,207.	11,207.	0.	0.		12/29/09 03/31/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MUTUAL FUND LONG TERM	12,038.	12,038.	0.	0.		01/01/09 03/31/10

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	7,574.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST INCOME	110.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	110.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	185,674.	0.	185,674.
TOTAL TO FM 990-PF, PART I, LN 4	185,674.	0.	185,674.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	21,868.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	21,868.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	449.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	449.	0.	0.	0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DODGE & COX INTL FUND	FMV	355,136.	355,136.
DODGE & COX STOCK FUND	FMV	582,443.	582,443.
FIDELITY GROWTH CO FUND	FMV	583,297.	583,297.
ISHARE RUSSELL MIDCAP	FMV	249,288.	249,288.
ISHARES S&P MIDCAP 400 INDEX FUND	FMV	253,932.	253,932.
MFS INT'L NEW DISCOVERY	FMV	247,165.	247,165.
T. ROWE PRICE GROWTH	FMV	579,825.	579,825.
VANGUARD INTERM BOND	FMV	1,849,650.	1,849,650.
VANGUARD SHORT TERM	FMV	1,183,923.	1,183,923.
VANGUARD GROWTH INDEX	FMV	580,808.	580,808.
ISHARES RUSSELL 1000 INDEX FUND	FMV	286,426.	286,426.
T. ROWER PRICE EQUITY INCOME	FMV	588,933.	588,933.
SPDR S&P 500 ETF TRUST	FMV	298,028.	298,028.
AMERICAN CENTURY EQUITY INCOME	FMV	523,807.	523,807.
AMERICAN CENTURY HERITAGE FUND	FMV	258,054.	258,054.
VANGUARD SMALL CAP ETF	FMV	493,884.	493,884.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,914,599.	8,914,599.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 7
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAYTON H. MOLENDORP ONE AMERICAN SQUARE INDIANAPOLIS, IN 46204	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
KAYE A. PALMER ONE AMERICAN SQUARE INDIANAPOLIS, IN 46204	SECRETARY 1.00	0.	0.	0.
JAMES W. FREEMAN ONE AMERICAN SQUARE INDIANAPOLIS, IN 46204	VICE PRESIDENT 1.00	0.	0.	0.
DANIEL SCHLUGE ONE AMERICAN SQUARE INDIANAPOLIS, IN 46204	TREASURER 1.00	0.	0.	0.
GERALD BEPKO ONE AMERICAN SQUARE INDIANAPOLIS, IN 46204	DIRECTOR 1.00	0.	0.	0.
CHRISTEL DEHANN ONE AMERICAN SQUARE INDIANAPOLIS, IN 46204	DIRECTOR 1.00	0.	0.	0.
DAVID W. GOODRICH ONE AMERICAN SQUARE INDIANAPOLIS, IN 46204	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	8
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. JIM FREEMAN
ONE AMERICAN SQUARE
INDIANAPOLIS, IN 46204

TELEPHONE NUMBER

317-285-1877

FORM AND CONTENT OF APPLICATIONS

A LETTER DESCRIBING THE ORGANIZATION AND THE PROJECT OR PROGRAM TO WHICH THE REQUEST PERTAINS. COPIES OF THE 501(C)(3) AND 509(A) DETERMINATION LETTERS SHOULD ACCOMPANY THE REQUEST.

ANY SUBMISSION DEADLINES

FOR BUDGETING PURPOSES THE PREFERRED DEADLINE IS SEPT. 30. REQUESTS CAN BE SUMMITTED DURING THE YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO GEOGRAPHICAL OR OTHER RESTRICTIONS.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CENTER FOR LEADERSHIP DEVELOPMENT INDIANAPOLIS, IN	N/A 2010 CAPITAL CAMPAIGN	PUBLIC - 509(A)	20,000.
WFYI INDIANAPOLIS, IN	N/A 2010 CAPITAL CAMPAIGN	PUBLIC - 509(A)	5,000.
INDIANA UNIVERSITY FOUNDATION INDIANAPOLIS, IN	N/A 2010 SEMLER LECTURE - TOBIAS CENTER FOR LEADERSHIP EXCELLENCE	PUBLIC - 509(A)	25,000.
INDIANAPOLIS MUSEUM OF ART INDIANAPOLIS, IN	N/A 2010 OPERATING	PUBLIC - 509(A)	10,000.
MARIAN UNIVERSITY INDIANAPOLIS, IN	N/A 2010 ENDOWPAYMENT PAYMENT	PUBLIC - 509(A)	125,000.
INDIANA UNIVERSITY FOUNDATION BLOOMINGTON, IN	N/A 2010 BOWEN SCHOLARSHIP PROGRAM	PUBLIC - 509(A)	3,750.
INDEPENDENT COLLEGES OF INDIANA INDIANAPOLIS, IN	N/A 2010 OPERATING	PUBLIC - 509(A)	5,000.
AMERICAN RED CROSS OF GREATER INDIANAPOLIS INDIANAPOLIS, IN	N/A 2010 DISASTER RELIEF - HAITI	PUBLIC - 509(A)	10,000.

THE ONEAMERICA FOUNDATION, INC			31-1146437
AMERICAN RED CROSS OF GREATER INDIANAPOLIS INDIANAPOLIS, IN	N/A 2010 DISASTER RELIEF - HAITI	PUBLIC - 509(A)	7,700.
THE SALVATION ARMY INDIANAPOLIS, IN	N/A 2010 DISASTER RELIEF - HAITI	PUBLIC - 509(A)	2,300.
GLEANERS FOOD BANK OF INDIANA, INC. INDIANAPOLIS, IN	N/A 2010 CAPITAL CAMPAIGN	PUBLIC - 509(A)	12,500.
UNITED WAY OF CENTRAL INDIANA INDIANAPOLIS, IN	N/A 2010 FIRST QUARTER CONTRIBUTION	PUBLIC - 509(A)	63,000.
UNITED WAY OF CENTRAL INDIANA INDIANAPOLIS, IN	N/A 2010 SECOND QUARTER CONTRIBUTION	PUBLIC - 509(A)	63,000.
UNITED WAY OF CENTRAL INDIANA INDIANAPOLIS, IN	N/A 2010 THIRD QUARTER CONTRIBUTION	PUBLIC - 509(A)	63,000.
UNITED WAY OF CENTRAL INDIANA INDIANAPOLIS, IN	N/A 2010 FOURTH QUARTER CONTRIBUTION	PUBLIC - 509(A)	63,000.
UNITED WAY OF CENTRAL INDIANA INDIANAPOLIS, IN	N/A 2010 NON-CENTRAL INDIANA LOCATIONS	PUBLIC - 509(A)	17,829.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			496,079.

AMENDED AND RESTATED
BYLAWS
OF
THE ONEAMERICA FOUNDATION, INC.

ARTICLE I

Board of Directors

Section 1.1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 1.2. Number, Term and Designation. The Board of Directors shall consist of a minimum of three (3) directors and a maximum of fifteen (15) directors, with the exact number of directors to be as specified from time to time by resolution of the Board of Directors. The directors shall consist of those individuals that are currently serving as members of the Board of Directors of American United Life Insurance Company ("AUL"), unless otherwise provided by resolution adopted by a majority of the board of directors. Each director shall serve as a director for as long as he/she holds a position as a member of the Board of Directors of AUL, and shall be immediately removed from the Board of Directors when that designation ceases.

Section 1.3. Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by the Board of Directors of AUL. The term of office of a director chosen to fill a vacancy shall expire at the later of the expiration of the unexpired term which the director was chosen to fill, or at such time as a successor shall be duly elected and qualified.

Section 1.4. Removal. Any director may be removed, with or without cause, by the Board of Directors of AUL.

Section 1.5. Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall hold an annual meeting within six (6) months of the end of each fiscal year of the Corporation on such date as may be designated by the Board of Directors, for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting. At least ten (10) days before the annual meeting, notice shall be given to each director specifying the date, time, and place of the annual meeting. Such notice shall be delivered personally or mailed by regular mail to the address appearing upon the records of the Corporation, or sent by facsimile transmission to the telephone number appearing upon the records of the Corporation.

Section 1.6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the President or of any two (2) members of the Board of Directors then in office, upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting. Such notice shall be delivered personally or mailed by regular mail to the address appearing upon the records of the Corporation, or sent by electronic mail or facsimile transmission. Oral notice of special meetings is authorized.

Section 1.7. Waiver of Notice of Meetings; Attendance or Participation. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in any meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 1.8. Participation. A director may participate in an annual, a regular or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 1.9. Quorum; Voting. A majority of the directors in office when action is taken, but in no event fewer than three (3) directors, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 1.10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Any action taken by written consent under this Section may be executed in multiple identical counterparts, and any such counterparts may be sent or delivered by email or facsimile transmission. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 1.11. Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the powers,

functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

ARTICLE II

Officers

Section 2.1. Officers and Qualifications Therefor. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall be chosen by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section 2.2. Terms of Office. Each officer of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until a successor shall be duly elected and qualified, or until resignation, removal or death.

Section 2.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 2.4. Removal. Any officer of the Corporation may be removed, with or without cause, at any time by the Board of Directors.

Section 2.5. Compensation. The officers of the Corporation shall receive no compensation for their services in such offices.

ARTICLE III

Powers and Duties of Officers

Section 3.1. President. The President, if present, shall preside at all meetings of the Board of Directors. At each annual meeting of directors, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 3.2. Vice President. Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

Section 3.3. Secretary. The Secretary shall attend all meetings of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the

proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 3.4. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the directors, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 3.5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation, and perform all other duties of the Secretary.

ARTICLE IV

Miscellaneous

Section 4.1. Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.


Section 4.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Vice President and, if required, attested by the Secretary or an assistant secretary.

Section 4.3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

ARTICLE V

Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The affirmative vote of a majority of the entire board of directors then holding office shall be necessary to effect any such changes in these Bylaws. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.


Secretary's Initials

Date: 8/2/2011

INDIANA SECRETARY OF STATE

RECEIPT

Receipt Number : 1794203

Payment Entry Number : 711082

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204
(317) 232-6576

ICE MILLER
ONE AMERICAN SQ
BOX 82001
INDIANAPOLIS, IN 46282

Receipt Date: 06/23/2011

Receipt Status: Closed

The following details your transaction(s) with the Secretary of State's Office :

Payment Submitted:

Payor	Payment Type	Reference	Comment	Amount
ICE MILLER	Check/ MO	377097		\$30.00
Total Amount :				\$30.00

Transactions posted to this receipt:

Entity Name	Type of Filing	Amount
THE ONEAMERICA FOUNDATION, INC.	Non-Profit Domestic Corporation : Amended and Restated Articles	\$30.00
Total Amount :		\$30.00

**State of Indiana
Office of the Secretary of State**

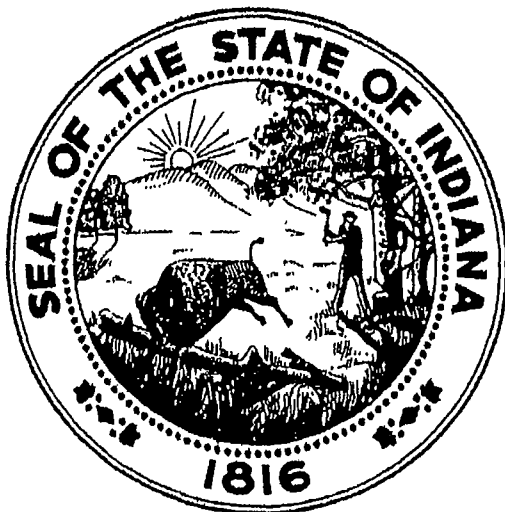
**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF
INCORPORATION**

of

THE ONEAMERICA FOUNDATION, INC.

I, CHARLES P. WHITE, Secretary of State of Indiana, hereby certify that Amended and Restated Articles of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, June 21, 2011.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 21, 2011.

A handwritten signature in black ink that reads "Charles P. White". The signature is written in a cursive style with a large, prominent "C" and "W".

CHARLES P. WHITE,
SECRETARY OF STATE

APPROVED
AND
FILED

Charles P. White
IND. SECRETARY OF STATE

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
THE ONEAMERICA FOUNDATION, INC.

The undersigned officer of The OneAmerica Foundation, Inc. (the "Corporation"), existing pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), gives notice of the amendment and restatement of its Articles of Incorporation and certifies the following facts:

ARTICLE I

NAME AND DATE OF INCORPORATION

Section 1. Name. The name of the Corporation following the amendment and restatement of the Articles of Incorporation is "The OneAmerica Foundation, Inc."

Section 2. Date of Incorporation. The date of incorporation of the Corporation is May 14, 1985.

ARTICLE II

TEXT OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Section 1. Text of Amendments and Restatement. The exact text of the entire Amended and Restated Articles of Incorporation of the Corporation is attached hereto and made a part hereof as Exhibit A (the "Amended and Restated Articles").

ARTICLE III

MANNER AND DATE OF ADOPTION AND VOTE

Section 1. Action by Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend and restate the Articles of Incorporation as set forth in the Amended and Restated Articles and approving and recommending the Amended and Restated Articles and directing that the same be submitted to a vote of the Members entitled to vote thereon. The resolution was duly adopted by the unanimous vote of the directors at a meeting held on April 20, 2011, at which a quorum of such Board was present.

Section 2. Action by Members. The members of the Corporation, being all of the "members" (within the meaning of the Act) entitled to vote with respect to the proposed Amended and Restated Articles, adopted the proposed Amended and Restated Articles at a meeting of the members duly called and held on May 19, 2011 at which a quorum of such members was present.

The designation of members, number of memberships outstanding, the number of votes entitled to be cast, the number of votes indisputably voting with respect to the Amended and Restated Articles, the number of votes in favor of the adoption of the Amended and Restated Articles, and the number of votes against such adoption are as follows

DESIGNATION OF MEMBERS

NUMBER OF MEMBERSHIPS OUTSTANDING:
NUMBER OF VOTES ENTITLED TO BE CAST:
NUMBER OF VOTES INDISPUTABLY VOTING:
TOTAL NUMBER OF VOTES CAST IN FAVOR:
TOTAL NUMBER OF VOTES CAST AGAINST:

13 (Voting members)
13
13
13
13
13

The number of votes cast in favor of the adoption of the Amended and Restated Articles by the members is sufficient for approval by the members.

Section 3. Compliance with Legal Requirements. The manner of the adoption of these Articles of Amendment and Restatement and the Amendment and Restated Articles and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation and the Bylaws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Dated this 20 day of June, 2011.

THE ONEAMERICA FOUNDATION, INC.

By: Daniel Schluge

Printed: Daniel Schluge

Title: Treasurer

This instrument was prepared by Matthew J. Ehinger, Attorney-At-Law, ICE MILLER, One American Square, Suite 2900, Indianapolis, Indiana 46282-0200.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ONEAMERICA FOUNDATION, INC.

The Articles of Incorporation of The OneAmerica Foundation, Inc. (formerly known as The AUL Foundation, Inc.) as heretofore amended, are hereby further amended and restated in their entirety to hereafter provide as follows:

ARTICLE I

Name

The name of the Corporation is The OneAmerica Foundation, Inc.

ARTICLE II

Classification of Corporation

The Corporation is a public benefit corporation.

ARTICLE III

Purposes and Powers

Section 3.1. Purposes. The purposes for which the Corporation is formed are:

(a) To receive contributions and pay them over to organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws, and exempt from taxation under Section 501(a) of the Code;

(b) To otherwise engage primarily in activities which accomplish charitable purposes within the meaning of Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws and regulations promulgated thereunder; and

(c) In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Indiana Nonprofit Corporation Act of

1991, as amended (the "Act"), provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable purposes.

Section 3.2. Nonprofit Purposes.

(a) The Corporation is organized and operated exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws, or

(ii) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Code or corresponding provisions of any subsequent Federal tax laws.

Section 3.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 3.4. Limitations on Powers. If the Corporation is or becomes a private foundation (as defined in Section 509(a) of the Code or corresponding provisions of any subsequent Federal tax laws), the Corporation shall be subject to the following requirements:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the taxes on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing by Section 4941 of the Code or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings which would subject it to the taxes on excess business holdings imposed by Section 4943 of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such a manner as to subject it to the taxes on investments that jeopardize charitable purposes imposed by Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any expenditures which would subject it to the taxes on taxable expenditures imposed by Section 4945 of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Distribution of Assets on Dissolution

In the event of the complete liquidation or dissolution of the Corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

Section 6.1. Registered Office and Registered Agent. The street address of the Corporation's registered office is One American Square, Indianapolis, Indiana 46282 and the name of the Corporation's registered agent at that office is Thomas M. Zurek.

Section 6.2. Principal Office. The post office address of the principal office of the Corporation is c/o American United Life Insurance Company, One American Square, P.O. Box 368, Indianapolis, IN 46206-0368.

ARTICLE VII

No Members

The Corporation shall have no members.

ARTICLE VIII

Board of Directors

Section 8.1. Number and Term of Office. The number of directors shall be as specified in or fixed in accordance with the Bylaws of the Corporation; provided, however, that the minimum number of directors shall be three (3). The term of office of a director shall be as specified in the Bylaws; provided, however, that the term of an elected director shall not exceed five (5) years. Directors may be elected for successive terms. Terms of office of directors may be staggered as specified in the Bylaws.

Section 8.2. Qualifications. Each director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or as required by law.

ARTICLE IX

Indemnification

Section 9.1. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

- (a) a member of the Board of Directors of the Corporation,
- (b) an officer of the Corporation, or
- (c) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not (each an "Indemnitee"),

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 9.2. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," within the meaning of Section 501(c)(3) of the Code or similar provisions of any subsequent Federal tax laws.

Section 9.3. Definitions. For purposes of this Article:

(a) A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(b) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.

(c) The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(d) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.

(e) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(f) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

This instrument was prepared by Matthew J. Ehinger, Attorney-At-Law, Ice Miller LLP, One American Square, Suite 2900, Indianapolis, Indiana 46282-0200.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	ONEAMERICA FOUNDATION, INC	31-1146437
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	ONE AMERICAN SQUARE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	INDIANAPOLIS, IN 46282	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JAMES C. CRAMPTON

- The books are in the care of ☐ -
Telephone No. **317-285-1057** FAX No. **317-285-7636**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year **2010** or ☐ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	22,177.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	26,773.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

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

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

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

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

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	OneAmerica Foundation, Inc	31-1146437
	Number, street, and room or suite no. If a P.O. box, see instructions	
	One American Square	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Indianapolis, IN 46282	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

James C. Crampton

- The books are in the care of ☐
Telephone No. 317-285-1057 FAX No. 317-285-7636
- If the organization does not have an office or place of business in the United States, check this box ☐
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for
- I request an additional 3-month extension of time until November 15, 2011.
- For calendar year 2010, or other tax year beginning , and ending .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension See Statement 1

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	22177.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	26773.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature  Title VP and Tax Director

Date 7/21/11

Form 8868 (Rev. 1-2011)