Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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 MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	**A Employer identification number** 35-1844375
Number and street (or P O box number if mail is not delivered to street address): ONE AMERICAN SQUARE — Room/suite: 2000	B Telephone number (317) 633-4884
City or town, state, and ZIP code INDIANAPOLIS, IN 46282	C If exemption application is pending, check here [ ]
	D 1 Foreign organizations, check here [ ]
	2. Foreign organizations meeting the 85% test, check here and attach computation [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,205,510.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	8,125.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	134,088.	134,088.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	46,960.			
	b Gross sales price for all assets on line 6a 2,482,386.				
	7 Capital gain net income (from Part IV, line 2)		46,960.		
	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	3,415.	3,415.		STATEMENT 2
	12 **Total** Add lines 1 through 11	192,588.	184,463.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	42,000.	21,000.		21,000.
	15 Pension plans, employee benefits	13,169.	6,585.		6,584.
	16a Legal fees STMT 3	3,986.	3,986.		0.
	b Accounting fees				
	c Other professional fees STMT 4	3,865.	3,865.		0.
	17 Interest				
	18 Taxes STMT 5	7,843.	3,706.		4,137.
	19 Depreciation and depletion	385.	0.		
	20 Occupancy	7,610.	3,805.		3,805.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	2,651.	2,651.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	81,509.	45,598.		35,526.
	25 Contributions, gifts, grants paid	215,445.			215,445.
	26 **Total expenses and disbursements.** Add lines 24 and 25	296,954.	45,598.		250,971.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<104,366.>			
	b **Net investment income** (if negative, enter -0-)		138,865.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2010)

12090804 765924 MOTHF60001 2010.03020 MOTHERSHEAD FOUNDATION C/O MOTHF601

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	44,137.	96,058.	96,058.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	1,845,535.	2,480,135.	2,934,687.
	c Investments - corporate bonds STMT 8	1,965,192.	1,174,753.	1,173,955.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 13,278.			
	Less accumulated depreciation STMT 9 ▶ 12,468.	1,195.	810.	810.
	15 Other assets (describe ▶ STATEMENT 10)	53.	0.	0.
	16 **Total assets** (to be completed by all filers)	3,856,112.	3,751,756.	4,205,510.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	1,122.	1,132.	
	23 **Total liabilities** (add lines 17 through 22)	1,122.	1,132.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	3,831,609.	3,831,609.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	23,381.	<80,985.>	
	30 **Total net assets or fund balances**	3,854,990.	3,750,624.	
	31 **Total liabilities and net assets/fund balances**	3,856,112.	3,751,756.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,854,990.
2	Enter amount from Part I, line 27a	2	<104,366.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,750,624.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,750,624.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,482,386.		2,435,426.	46,960.

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				46,960.

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 — 46,960.

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 X 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	247,989.	3,915,910.	.063329
2008	292,808.	4,659,068.	.062847
2007	404,176.	5,727,710.	.070565
2006	256,887.	5,421,493.	.047383
2005	337,656.	4,543,852.	.074311

2	**Total** of line 1, column (d)	2	.318435
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	.063687
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,009,824.
5	Multiply line 4 by line 3	5	255,374.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,389.
7	Add lines 5 and 6	7	256,763.
8	Enter qualifying distributions from Part XII, line 4	8	250,971.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,777.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,777.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,777.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,874.		
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	1,874.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	7.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	910.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	Refunded ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JULIE BROOKS, BOOKKEEPER Telephone no. ▶ (317) 257-8208
Located at ▶ 6311 E. WESTFIELD BLVD., SUITE 205A, INDIANAPOLIS ZIP+4 ▶ 46220

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

			Yes	No
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?	16		X
	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 ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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 X 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 X 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 X No

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes X No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHARINE M. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.
RICHARD D. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 12	70,000.
2 SEE STATEMENT 13	50,000.
3 SEE STATEMENT 14	20,000.
4 SEE STATEMENT 15	20,000.

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2010)

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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	3,906,944.
b	Average of monthly cash balances		1b	163,943.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	4,070,887.
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	4,070,887.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	61,063.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,009,824.
6	**Minimum investment return** Enter 5% of line 5		6	200,491.

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	200,491.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 2,777.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,777.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	197,714.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	197,714.
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	197,714.

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	250,971.
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	250,971.
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	250,971.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				197,714.
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 45,570.				
b From 2006				
c From 2007 126,464.				
d From 2008 61,845.				
e From 2009 54,322.				
f **Total** of lines 3a through e	288,201.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 250,971.				
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				197,714.
e Remaining amount distributed out of corpus	53,257.			
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	341,458.			
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	45,570.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	295,888.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 126,464.				
c Excess from 2008 61,845.				
d Excess from 2009 54,322.				
e Excess from 2010 53,257.				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE OF GRANTS AND CONTRIBUTIONS SEE ATTACHED INDIANAPOLIS, IN 46220	SEE ATTACHED	SEE ATTACHED	SEE ATTACHED	215,445.
Total			▶ 3a	215,445.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	134,088.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	3,415.	
8 Gain or (loss) from sales of assets other than inventory			18	46,960.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		184,463.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 184,463.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Katharine M. Kruse | 8/6/2011 | TRUSTEE
Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON SPADORCIA	Jon F Spadorcia	8/1/11		P00052321

Firm's name ▶ HALL RENDER KILLIAN HEATH & LYMAN PC — Firm's EIN ▶ 35-1427161

Firm's address ▶ 1 AM SQUARE, # 2000 INDIANAPOLIS, IN 46282 — Phone no. (317)633-4884

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	STIFEL NICOLAUS 0378 SHORT TERM GAIN/LOSS (SEE AT	P	VARIOUS	VARIOUS
b	STIFEL NICOLAUS 0378 LONG TERM GAIN/LOSS (SEE ATT	P	VARIOUS	VARIOUS
c	STIFEL NICOLAUS 0155 SHORT TERM GAIN/LOSS (SEE AT	P	VARIOUS	VARIOUS
d	STIFEL NICOLAUS 0155 LONG TERM GAIN/LOSS (SEE ATT	P	VARIOUS	VARIOUS
e	MERRILL LYNCH 04H17 LONG TERM GAIN/LOSS (SEE ATTA	P	VARIOUS	VARIOUS
f	STIFEL NICOLAUS 0378 RETURN OF CAPITAL	P	VARIOUS	VARIOUS
g	SALE OF DYNEGY INC (2 SH)	P	VARIOUS	05/12/10
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	345,377.		344,348.	1,029.
b	390,493.		359,235.	31,258.
c	716,281.		720,277.	<3,996.>
d	815,046.		811,217.	3,829.
e	214,738.		199,888.	14,850.
f	449.		449.	0.
g	2.		12.	<10.>
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				1,029.
b				31,258.
c				<3,996.>
d				3,829.
e				14,850.
f				0.
g				<10.>
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	46,960.
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

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05-01-10

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LA-Z-BOY DESK	110100	200DB	5.00	16	1,086.			1,086.	1,086.		0.
3	NEC 15" MONITOR	103000	200DB	5.00	16	1,050.			1,050.	1,050.		0.
4	SOFTWARE	111400	200DB	5.00	16	551.			551.	551.		0.
7	MONITOR	111400	200DB	5.00	16	1,358.			1,358.	1,358.		0.
9	LAPTOP COMPUTER	040101	200DB	5.00	16	4,500.			4,500.	4,500.		0.
10	OFFICE FURNITURE	111801	200DB	5.00	16	525.			525.	525.		0.
11	CALCULATOR	091101	200DB	5.00	16	99.			99.	99.		0.
12	COMPUTER	090105	200DB	5.00	16	1,833.			1,833.	1,627.		82.
13	LA-Z-BOY FURNITURE	120406	200DB	5.00	16	1,113.			1,113.	880.		93.
14	SOFA (2001)	010108	SL	5.00	17	525.			525.	158.		105.
15	3 BOOKCASES (2007)	010108	SL	5.00	17	270.			270.	81.		54.
16	SMALL REFRIGERATOR (2007)	010108	SL	5.00	17	138.			138.	42.		28.
17	HP PRINTER (2009)	031609	SL	5.00	17	162.		81.	81.	8.		16.
18	PALM ZIRE 32 (2009)	042009	SL	5.00	17	68.		34.	34.	3.		7.
	* TOTAL 990-PF PG 1 DEPR					13,278.		115.	13,163.	11,968.	0.	385.

028102
05-01-10

(D) - Asset disposed

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - 655 04H17 INT	13.	0.	13.
MERRILL LYNCH - 655-04H17 DIVS	16,230.	0.	16,230.
STIFEL NICOLAUS 0378 INTEREST	512.	0.	512.
STIFEL NICOLAUS 0378 NON DIV DIST	1,771.	0.	1,771.
STIFEL, NICOLAUS (0155) ACCRUED INT PD ON PURCH	<9,566.>	0.	<9,566.>
STIFEL, NICOLAUS (0155) INT	92,752.	0.	92,752.
STIFEL, NICOLAUS (0378) DIVS	32,376.	0.	32,376.
TOTAL TO FM 990-PF, PART I, LN 4	134,088.	0.	134,088.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT PROCEEDS (JP MORGAN ACCT)	101.	101.	
IRS 941 REFUND	14.	14.	
IRS 990PF REFUND	3,300.	3,300.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,415.	3,415.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HALL RENDER	3,986.	3,986.		0.
TO FM 990-PF, PG 1, LN 16A	3,986.	3,986.		0.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JP MORGAN FEES (DYNEGY PROCEEDS)	2.	2.		0.
ELLIOTT MANAGEMENT FEES	3,863.	3,863.		0.
TO FORM 990-PF, PG 1, LN 16C	3,865.	3,865.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,411.	1,411.		0.
INDIANA UNEMPLOYMENT TAX	190.	95.		95.
FICA TAXES	2,604.	1,302.		1,302.
MEDICARE TAXES	609.	304.		305.
941 TAX DUE FROM PRIOR YEAR	930.	465.		465.
WH-1 TAX DUE FROM PRIOR YEAR	192.	96.		96.
FEDERAL 990PF ESTIMATED TAX PAYMENTS	1,874.	0.		1,874.
INDIANA CLAIM FOR TAX REFUND NEVER RECEIVED	33.	33.		0.
TO FORM 990-PF, PG 1, LN 18	7,843.	3,706.		4,137.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHED	2,631.	2,631.		0.
INDIANA PAYROLL TAX STATUTORY ADDITIONS	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	2,651.	2,651.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH - SECURITIES 04H17	698,626.	843,082.
STIFEL, NICOLAUS 0378 - SECURITIES	1,781,509.	2,091,605.
BANK ONE - ACCOUNT CLOSED/EQUITIES TRANSFERRED	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,480,135.	2,934,687.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STIFEL, NICOLAUS 0155 - BONDS	1,174,753.	1,173,955.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,174,753.	1,173,955.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LA-Z-BOY DESK	1,086.	1,086.	0.
NEC 15" MONITOR	1,050.	1,050.	0.
SOFTWARE	551.	551.	0.
MONITOR	1,358.	1,358.	0.
LAPTOP COMPUTER	4,500.	4,500.	0.
OFFICE FURNITURE	525.	525.	0.
CALCULATOR	99.	99.	0.
COMPUTER	1,833.	1,709.	124.
LA-Z-BOY FURNITURE	1,113.	973.	140.
SOFA (2001)	525.	263.	262.
3 BOOKCASES (2007)	270.	135.	135.
SMALL REFRIGERATOR (2007)	138.	70.	68.
HP PRINTER (2009)	162.	105.	57.
PALM ZIRE 32 (2009)	68.	44.	24.
TOTAL TO FM 990-PF, PART II, LN 14	13,278.	12,468.	810.

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
941 US GOVT RECEIVABLE	20.	0.	0.
WH-1 RECEIVABLE FROM INDIANA DEPT OF REV	33.	0.	0.
TO FORM 990-PF, PART II, LINE 15	53.	0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INDIANA STATE AND COUNTY TAX WITHHELD (WH-1)	192.	192.
FORM 941 FOR DECEMBER, 2010	930.	940.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,122.	1,132.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY ONE

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

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

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY TWO

INDIANA HISTORICAL SOCIETY - SUPPORTING THE SOCIETY'S EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY SERVICES, BOOK PUBLICATIONS, OUTREACH PROGRAMMING AND THE PRESERVATION OF INDIANA HISTORY.

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

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY THREE

RILEY CHILDREN'S FOUNDATION - DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD CAPACITY, INCREASE EFFICIENCY AND ENHANCE PATIENT SATISFACTION.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	20,000.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY FOUR

PARK TUDOR SCHOOL - EMPOWERING LEARNERS CAPITAL CAMPAIGN TO SUPPORT PARK TUDOR SCHOOL'S EXCEPTIONAL EDUCATORS AND EXTRAORDINARY OPPORTUNITIES PREPARE STUDENTS TO BECOME CONFIDENT AND RESOURCEFUL LIFELONG LEARNERS. THE SCHOOL COMMUNITY CREATES AN INSPIRING COLLEGE PREPARATORY LEARNING ENVIRONMENT FOR HIGHLY MOTIVATED YOUNG PEOPLE IN JUNIOR KINDERGARTEN THROUGH GRADE 12.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	20,000.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(317) 257-8208

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

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

OMB No 1545-0172

2010

Attachment Sequence No 67

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

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

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

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

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12 ▶	13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	175.

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	210.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

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

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

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

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	385.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

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

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

Section B - Information on Use of Vehicles

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

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

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

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

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

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

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

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year					
43 Amortization of costs that began before your 2010 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

STIFEL NICOLAUS

One Financial Plaza
501 North Broadway
St. Louis, MO 63102

2010 SUPPLEMENTAL TAX INFORMATION
CORRECTED AS OF 03/18/2011

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KATHERINE M KRUSE AND
RICHARD D KRUSE CO TTESS
MOTHERSHEAD FOUNDATION TRUST
DTD 12/30/1991

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2010 TAX YEAR

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
ANHEUSER BUSCH INBEV CUSIP 03524A108	450 00	01/12/10	07/27/10	$23,252 61		$24,198 31	$945 70	Y
CABLEVISION SYS NY GROUP CUSIP 12686C109	125 00	03/05/10	07/13/10	$3,146 07		$3,185 03	$38 96	Y
DR PEPPER SNAPPLE GROUP CUSIP 26138E109	1,000 00	11/13/09	05/17/10	$27,399 11		$37,239 31	$9,840 20	Y
FRONTIER COMMS CORP CUSIP 35906A108	0 05	08/27/09	07/01/10	$0 42		$0 37	($0 05)	Y
GENL CABLE CORP CUSIP 369300108	250 00	08/12/09	07/13/10	$9,090 48		$6,551 27	($2,539 21)	Y
HELMERICH & PAYNE INC CUSIP 423452101	400 00	11/04/09	01/08/10	$15,768 75		$18,938 07	$3,169 32	Y
ISHARES SILVER TRUST CUSIP 46428Q109	200 00	01/30/09	01/08/10	$2,535 19		$3,540 39	$1,005 20	Y
ISHARES SILVER TRUST CUSIP 46428Q109	400 00	01/30/09	01/14/10	$5,070 37		$7,096 48	$2,026 11	Y
CUSIP TOTAL				$7,605 56		$10,636 87	$3,031 31	
ESTEE LAUDER COMPANY INC CUSIP 518439104	600 00	05/07/10	07/27/10	$35,923 00		$37,298 42	$1,375 42	Y
MARKET JR GOLD MINES ETF CUSIP 57060U589	1,300 00	01/21/10	06/30/10	$32,615 07		$35,285 65	$2,670 58	Y
MICROSOFT CORP CUSIP 594918104	850 00	09/01/10	11/12/10	$20,673 86		$22,232 05	$1,558 19	Y
MONSANTO COMPANY NEW CUSIP 61166W101	375 00	11/19/09	05/20/10	$30,016 18		$20,155 21	($9,860 97)	Y
MOSAIC COMPANY CUSIP 61945A107	225 00	09/22/09	03/04/10	$11,974 10		$13,350 94	$1,376 84	Y
NOVAGOLD RES INC NEW CUSIP 66987E206	5,800 00	09/22/09	01/22/10	$31,726 24		$31,708 96	($17 28)	Y
POTASH CORP SASK INC CUSIP 73755L107	150 00	06/18/09	01/20/10	$14,423 80		$16,688 65	$2,264 85	Y
POTASH CORP SASK INC CUSIP 73755L107	150 00	09/22/09	01/20/10	$14,352 13		$16,688 66	$2,336 53	Y
CUSIP TOTAL				$28,775 93		$33,377 31	$4,601 38	
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107	25 00	01/30/09	01/14/10	$2,294 57		$2,761 00	$466 43	Y

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STIFEL NICOLAUS
One Financial Plaza
501 North Broadway
St. Louis, MO 63102

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KATHERINE M KRUSE AND
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DTD 12/30/1991

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2010 TAX YEAR

SHORT TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
VALE S A ADR CUSIP 91912E105	1,000 00	04/05/10	06/01/10	$33,687 01		$26,716 66	($6,970 35)	Y
TRANSOCEAN LTD NAMEN AKT CUSIP H8817H100	316 00	09/08/09	08/24/10	$25,508 56		$16,402 26	($9,106 30)	Y
SAPPORO HLDGS LTD CUSIP J69413128	1,000 00	04/23/09	01/25/10	$4,890 93		$5,339 17	$448 24	Y
TOTAL SHORT TERM				**$344,348.45**	**$344,348.45**	**$345,376.86**	**$1,028.41**	

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
CABLEVISION SYS NY GROUP CUSIP 12686C109	650 00	03/03/04	07/13/10	$8,197 21		$16,562 15	$8,364 94	Y
CENTURYLINK INC CUSIP 156700106	250 00	04/23/08	10/08/10	$8,053 02		$9,697 46	$1,644 44	Y
CENTURYLINK INC CUSIP 156700106	125 00	04/20/09	10/08/10	$3,211 21		$4,848 73	$1,637 52	Y
CENTURYLINK INC CUSIP 156700106	902 00	04/20/09	10/11/10	$23,172 01		$35,282 94	$12,110 93	Y
CUSIP TOTAL				$34,436 24		$49,829 13	$15,392 89	
FRONTIER COMMS CORP CUSIP 35906A108	1,400 00	03/29/05	10/25/10	$18,027 50	$16,979 11	$11,936 37	($5,042 74)	Y
FRONTIER COMMS CORP CUSIP 35906A108	600 00	03/29/05	10/25/10	$7,679 60	$7,230 30	$5,115 58	($2,114 72)	Y
FRONTIER COMMS CORP CUSIP 35906A108	1,700 00	03/28/08	10/25/10	$18,344 24	$17,071 20	$14,494 17	($2,577 03)	Y
FRONTIER COMMS CORP CUSIP 35906A108	312 00	08/27/09	10/25/10	$2,532 19		$2,660 11	$127 92	Y
CUSIP TOTAL				$46,583 53	$43,812 80	$34,206 23	($9,606 57)	
ISHARES SILVER TRUST CUSIP 46428Q109	800 00	09/12/07	01/08/10	$10,079 32		$14,161 52	$4,082 20	Y
ISHRS SILVER TR ETF CUSIP 46428Q109	600 00	01/30/09	12/09/10	$7,605 55		$16,474 35	$8,868 80	Y
CUSIP TOTAL				$17,684 87		$30,635 87	$12,951 00	
LEUCADIA NATL CORP CUSIP 527288104	325 00	09/18/08	02/10/10	$12,260 07		$6,968 45	($5,291 62)	Y
LEUCADIA NATL CORP CUSIP 527288104	425 00	09/19/08	02/10/10	$18,737 89		$9,112 61	($9,625 28)	Y
CUSIP TOTAL				$30,997 96		$16,081 06	($14,916 90)	
MADISON SQUARE GARDEN A CUSIP 55826P100	0 50	03/03/04	02/09/10	$5 64		$9 37	$3 73	Y
MADISON SQUARE GARDEN A CUSIP 55826P100	162 00	03/03/04	03/05/10	$1,826 86		$3,105 77	$1,278 91	Y
CUSIP TOTAL				$1,832 50		$3,115 14	$1,282 64	

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2010 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
MICROSOFT CORP CUSIP 594918104	1,325 00	05/01/06	11/12/10	$32,674 70		$34,655 82	$1,981 12	Y
MOSAIC COMPANY CUSIP 61945A107	325 00	10/30/08	03/04/10	$12,092 50		$19,284 69	$7,192 19	Y
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107	150 00	07/10/08	01/08/10	$14,081 12		$16,541 00	$2,459 88	Y
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107	200 00	07/16/08	01/08/10	$19,241 04		$22,054 67	$2,813 63	Y
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107	150 00	07/16/08	01/14/10	$14,430 78		$16,566 00	$2,135 22	Y
CUSIP TOTAL				$47,752 94		$55,161 67	$7,408 73	
SIMON PPTY 4 875 031810 CUSIP 828807BA4	21,000 00	12/11/08	03/18/10	$19,010 00		$21,000 00	$1,990 00	Y
VERIZON COMMUNICATIONS CUSIP 92343V104	1,300 00	08/27/09	11/19/10	$38,308 71		$41,367 54	$3,058 83	Y
VODAFONE GRP PLC NEW ADR CUSIP 92857W209	1,400 00	08/26/09	11/19/10	$30,793 27		$36,929 16	$6,135 89	Y
TRANSOCEAN LTD NAMEN AKT CUSIP H8817H100	34 00	08/17/06	08/24/10	$2,312 28		$1,764 80	($547 48)	Y
SAPPORO HLDGS LTD CUSIP J69413128	5,600 00	09/26/07	01/25/10	$39,329 18		$29,899 32	($9,429 86)	Y
TOTAL LONG TERM				**$362,005.89**	**$359,235.16**	**$390,492.58**	**$31,257.42**	

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS

DESCRIPTION	DATE	ACTIVITY	QUANTITY	PRICE	AMOUNT	1099B
ISHRS SILVER TR ETF CUSIP 46428Q109 CBAF 0 000448116	01/29/10	PRINCIPAL	2,450 00		$18 10	Y
ISHRS SILVER TR ETF CUSIP 46428Q109 CBAF 0 000364972	02/26/10	PRINCIPAL	2,450 00		$14 48	Y
ISHRS SILVER TR ETF CUSIP 46428Q109 CBAF 0 000415251	03/31/10	PRINCIPAL	2,450 00		$17 66	Y
ISHRS SILVER TR ETF CUSIP 46428Q109 CBAF 0 000401758	04/30/10	PRINCIPAL	2,450 00		$18 06	Y
ISHRS SILVER TR ETF CUSIP 46428Q109 CBAF 0 000418447	05/28/10	PRINCIPAL	2,450 00		$18 52	Y
ISHRS SILVER TR ETF CUSIP 46428Q109 CBAF 0 000408314	06/30/10	PRINCIPAL	2,450 00		$18 28	Y
ISHRS SILVER TR ETF CUSIP 46428Q109 CBAF 0 000414709	07/30/10	PRINCIPAL	2,450 00		$18 33	Y

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STIFEL NICOLAUS

One Financial Plaza
501 North Broadway
St. Louis, MO 63102

2010 SUPPLEMENTALTAX INFORMATION

ORIGINAL 02/04/2011

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
AMERICAN EXP 2 5 052011 CUSIP 02586TPW8	50,000 00	05/13/09	03/15/10	$50,000 00		$50,560 50	$560 50	Y
BANK AMERICA 4 75 081513 CUSIP 060505BD5	40,000 00	05/06/10	12/14/10	$42,240 14		$41,335 00	($905 14)	Y
BUNGE LTD FIN 7 8 101512 ~~CUSIP 120568AC4~~	50,000 00	06/17/09	06/16/10	$51,305 00		$57,245 00	$5,940 00	Y
CAROLINA 1ST 1 75 092311 CUSIP 143876E89	30,000 00	09/17/09	03/15/10	$30,000 00		$29,851 50	($148 50)	Y
CATERPILLAR 4 15 011510 CUSIP 14912L2K6	70,000 00	04/22/09	01/15/10	$71,471 50		$70,000 00	($1,471 50)	Y
COMCAST CORP 5 85 011510 CUSIP 20030NAA9	50,000 00	02/19/09	01/15/10	$51,105 95		$50,000 00	($1,105 95)	Y
COMCAST CORP 5 45 111510 CUSIP 20030NAH4	30,000 00	10/01/09	03/15/10	$31,340 90		$30,617 50	($723 40)	Y
GECC MTN 4 75 091514 CUSIP 36962GK86	25,000 00	06/23/10	11/18/10	$26,817 50		$26,982 50	$165 00	Y
HOME DEPOT 5 25 121613 CUSIP 437076AR3	25,000 00	06/18/10	11/18/10	$27,537 33		$27,532 50	($4 83)	Y
JP MORGAN 4 875 031514 CUSIP 46625HBJ8	40,000 00	06/14/10	12/14/10	$42,804 20		$42,104 60	($699 60)	Y
R-G PREMIER 4 5 091710 CUSIP 74955VYT2	50,000 00	03/31/09	03/15/10	$51,767 00		$50,305 11	($1,461 89)	Y
RAYTHEON CO NT5 5 111512 CUSIP 755111BL4	50,000 00	08/07/09	04/13/10	$54,670 00		$54,455 00	($215 00)	Y
SIMON PPTY 4 9 013014 CUSIP 828806AF6	25,000 00	06/23/10	12/14/10	$27,095 00		$26,343 75	($751 25)	Y
VERIZON NEW 6 5 091511 CUSIP 92344RAA0	50,000 00	09/17/09	03/15/10	$54,089 50		$53,133 00	($956 50)	Y
VERIZON NEW 4 75 100113 CUSIP 92344RAB8	30,000 00	06/17/10	12/14/10	$32,159 00		$31,894 00	($265 00)	Y
VRZN NJ NTS 5 875 011712 CUSIP 92344UAA3	20,000 00	11/02/09	03/15/10	$21,619 20		$21,275 80	($343 40)	Y
WEYERHAEUSER 6 75 031512 CUSIP 962166BP8	50,000 00	02/08/10	12/14/10	$54,255 00		$52,645 00	($1,610 00)	Y
	TOTAL SHORT TERM			$720,277 22	$720,277 22	$716,280 76	($3,996 46)	

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STIFEL NICOLAUS

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2010 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS)

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ADVANTA BANK 4 2 110510 CUSIP 00759TM63	50,000 00	10/28/08	04/15/10	$50,000 00		$50,000 00	$0 00	Y
ALTRIA GRP 7 125 062210 CUSIP 02209SAF0	50,000 00	02/18/09	06/22/10	$52,006 00		$50,000 00	($2,006 00)	Y
ALTRIA GRP 7 125 062210 CUSIP 02209SAF0	30,000 00	02/18/09	06/22/10	$31,200 60		$30,000 00	($1,200 60)	Y
CUSIP TOTAL				$83,206 60		$80,000 00	($3,206 60)	
AMERICAN EXP 1 35 032311 CUSIP 02586TF58	50,000 00	09/16/09	11/18/10	$50,000 00		$50,004 07	$4 07	Y
ANADARKO FIN 6 75 050111 CUSIP 032479AC1	50,000 00	09/17/09	10/29/10	$53,630 00		$51,594 09	($2,035 91)	Y
BANK FLORIDA 3 75 110810 CUSIP 062131BS5	75,000 00	05/01/08	04/13/10	$75,000 00		$75,525 00	$525 00	Y
BRAND BKNG 3 75 051010 CUSIP 105245BF0	70,000 00	05/01/08	05/10/10	$70,000 00		$70,000 00	$0 00	Y
CAPITAL ONE 4 0 050510 CUSIP 140420JU5	50,000 00	10/28/08	05/05/10	$50,000 00		$50,000 00	$0 00	Y
COLUMBIA CMTY 4 8 042911 CUSIP 196912CH0	20,000 00	10/28/08	12/14/10	$20,257 60		$20,095 00	($162 60)	Y
COMERICA BK 3 85 020510 CUSIP 200339DN6	50,000 00	10/28/08	02/05/10	$50,000 00		$50,000 00	$0 00	Y
FIRST REGL BK3 75 060310 CUSIP 33616EAS5	20,000 00	11/19/08	02/03/10	$20,000 00		$20,000 00	$0 00	Y
FRONTIER ST 3 95 042511 CUSIP 359183EM8	50,000 00	11/12/08	04/13/10	$50,000 00		$51,050 00	$1,050 00	Y
HARTFORD NOTES7 9 061510 CUSIP 416515AE4	15,000 00	02/02/09	06/15/10	$15,368 40		$15,000 00	($368 40)	Y
JP MORGAN 4 5 111510 CUSIP 46625HBA7	10,000 00	03/25/09	11/15/10	$10,126 80		$10,000 00	($126 80)	Y
MERRICK BANK 3 9 052110 CUSIP 59012YUS4	30,000 00	11/12/08	05/21/10	$30,000 00		$30,000 00	$0 00	Y
NATL RURAL 4 375 100110 CUSIP 637432DA0	25,000 00	02/02/09	10/01/10	$25,555 25		$25,000 00	($555 25)	Y
OLD NATL BK 3 85 061110 CUSIP 680061GG7	40,000 00	06/05/08	06/11/10	$40,000 00		$40,000 00	$0 00	Y
ST BK INDIA 5 0 110110 CUSIP 856284MD3	30,000 00	10/23/07	11/01/10	$30,000 00		$30,000 00	$0 00	Y
TARGET CORP 5 375 050117 CUSIP 87612EAP1	50,000 00	01/24/08	03/22/10	$49,567 50		$53,932 50	$4,365 00	Y
WAL-MART STRS 4 5 070115 CUSIP 931142BY8	40,000 00	11/01/07	03/22/10	$38,505 00		$42,845 00	$4,340 00	Y
TOTAL LONG TERM				$811,217 15	$811,217 15	$815,045 66	$3 828 51	

TOTAL GROSS PROCEEDS LESS COMMISSION
ON STOCKS, BONDS, ETC (1099-B BOX 2)
(ADJUSTED FOR ASSIGNED
OR EXERCISED OPTIONS ABOVE) $1,531,326 42

THE MOTHERSHEAD FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

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

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

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
LONG TERM CAPITAL GAINS								
AFLAC INC COM	300.0000	11/04/05	03/30/10			15,871.35	14,503.20	1,368.15
	100.0000	08/17/06	03/30/10			5,290.45	4,379.20	911.25
		Security Subtotal				***21,161.80***	***18,882.40***	***2,279.40***
CVS CAREMARK CORP	500.0000	11/07/06	03/01/10			16,816.68	15,148 00	1,668 68
COLGATE PALMOLIVE	100.0000	04/27/04	05/12/10			8,192 65	5,746.20	2,446.45
	200.0000	04/27/04	05/12/10			16,385.33	11,490.40	4,894.93
		Security Subtotal				***24,577.98***	***17,236.60***	***7,341.38***
DANAHER CORP DEL COM	400.0000	07/21/05	05/12/10			34,122 62	22,116.80	12,005.82
EMERSON ELEC CO	100.0000	06/26/08	03/30/10			5,023.11	4,986.35	36.76
	400 0000	06/26/08	03/30/10			20,092.50	19,945.40	147.10
		Security Subtotal				***25,115.61***	***24,931.75***	***183.86***
FLUOR CORP NEW DEL COM	500.0000	11/07/06	08/19/10			23,160.45	20,587.18	2,573.27
STRYKER CORP	100.0000	10/31/05	07/28/10			4,627.21	4,167.20	460.01
V F CORPORATION	100 0000	06/26/08	03/30/10			7,946.16	7,360.70	585.46
		Long Term Capital Gains Subtotal				**157,528.51**	**130,430.63**	**27,097.88**

THE MOTHERSHEAD FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
LONG TERM CAPITAL LOSSES								
CVS CAREMARK CORP	300.0000	06/30/08	03/01/10			10,090.02	12,130.80	(2,040.78)
EATON CORP	100.0000	07/08/08	07/28/10			7,632.57	8,377.45	(744.88)
SCHWAB CHARLES CORP NEW	400.0000	10/17/07	03/30/10			7,313.75	9,051.16	(1,737.41)
	500.0000	10/17/07	04/28/10			9,342.84	11,313.94	(1,971.10)
	100 0000	10/17/07	05/12/10			1,749.17	2,262.80	(513.63)
	400.0000	06/30/08	05/12/10			6,996.68	8,438.40	(1,441.72)
		Security Subtotal				*25,402.44*	*31,066.30*	*(5,663.86)*
VERIZON COMMUNICATNS COM	500 0000	06/30/08	05/12/10			14,084 76	17,882.50	(3,797.74)
		Long Term Capital Losses Subtotal				**57,209.79**	**69,457.05**	**(12,247.26)**
NET LONG TERM CAPITAL GAIN (LOSS)								**14,850.62**
TOTAL CAPITAL GAINS AND LOSSES						**214,738.30**	**199,887.68**	**14,850.62**
TOTAL REPORTABLE GROSS PROCEEDS						**214,738.30**		
DIFFERENCE						**0.00** **		

Note Capital gains and losses in this statement are not reported to the Internal Revenue Service

** Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers) It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received).

MOTHERSHEAD FOUNDATION
FYE 12/31/10
FORM 990-PF
35-1844375

SUMMARY OF EXPENSE SCHEDULES

PART I - LINE 15 - Employee benefits:

Indiana Comprehensive Health	13,169.16

PART I - LINE 16 - Professional Fees

a. Legal Fees - Hall, Render, Killian, Heath & Lyman, PC	3,986 30
b. Investment Fees	
- Elliott Management Fees	3,863.00

PART I - LINE 19 - Depreciation

See attached form 4562

PART I - LINE 20 - Occupancy

Rent	6,300.00
AT&T	1,310 28
Total Occupancy Expense.	7,610.28

PART I - LINE 23 - Other Expenses

Books, Subscriptions, Reference	119 00
Computer Expenses	266 43
Maintenance	44.97
Meals and Entertainment	25.78
Memberships and Dues	755.00
Moving and Storage	274 00
Office Supplies	467.18
Postage and shipping	118.06
Service fees - Merrill Lynch for annual fee and credit card fees	225.00
Worker's Compensation Premium	336.00
TOTAL:	2,631.42

MOTHERSHEAD FOUNDATION
2010 FUNDING INFORMATION

Broad Ripple Alliance for Progress	
6311 East Westfield Boulevard	
Indianapolis, IN 46220	
Donation to fund the nomination of Indianapolis Station #32 for placement on the National Register of Historic Places.	$ 200.00
Children's Museum of Indianapolis	
P. O. Box 3000	
Indianapolis, In 46206	
Donation - Power of Children Campaign to support the construction and renovation work encompassed in the Museum's Master Campus Plan, which will support the Museum's Mission to create extraordinary learning experiences that have the power to transform the lives of children and families.	$ 70,000.00
Crown Hill Heritage Society	
700 West 38th Street	
Indianapolis, IN 46208	
Pledge to support 'The Campaign for Crown Hill' which will preserve and renovate the historic landmarks at Crown Hill	$ 10,000.00
Deborah Bunn Alley Ovarian Cancer Research Foundation	
c/o The Northern Trust Company	
265 East Deerpath Road	
Lake Forest, IL 60045	
Donation to fund research in finding cure for Ovarian cancer.	$ 750.00
Festival Music Society of Indana	
3646 Bay Road, South Drive	
Indianapolis, IN 46240	
Donation to General Operating fund Indianapolis Early Music Artistic and Educational Endeavors	$ 100.00
Fishtown Preservation Society, Inc.	
203 East Cedar Street - P. O. Box 721	
Leland, MI 49754	
Donation to maintain and preserve Fishtown's (Leland, Michigan) historical structures and to develop educational and interpretive programs.	$ 5,000.00
Friends of Holliday Park	
6363 Spring Mill Road	
Indianapolis, IN 46240	
Trail Run Sponsor for the restoration, maintainence, and preservation of Holliday Park	$ 500.00

MOTHERSHEAD FOUNDATION
2010 FUNDING INFORMATION

Indiana Historical Society	
450 West Ohio Street	
Indianapolis, IN 46202	
Patron Table for Living Legends Dinner, a fundraiser supporting the Society's educational programs throughout Indiana, collection acquisitions, library services, book publications, outreach programming and the preservation of Indiana history.	*$ 2,500.00*
Ticket for Indiana Experience Opening, a fundraiser supporting the Society's educational programs throughout Indiana, collection acquisitions, library services, book publications, outreach programming and the preservation of Indiana history.	*$ 450.00*
Supporting the Society's educational programs throughout Indiana, collection acquisitions, library services, book publications, outreach programming and the preservation of Indiana history.	*$ 50,000.00*
Indianapolis Senior Center	
702 East Michigan Street	
Indianapolis, IN 46202	
Pledge to the Capital Campaign to acquire, renovate and expand the Indianapolis Senior Center which provides programs and services that enhance the lives of adults 55 years and older	*$ 5,000.00*
Indiana University Foundation	
Showalter House	
P. O. Box 500	
Bloomington, In 47402	
Pledge to fund the restoration of the historic Ball Nurses' Sunken Garden	*$ 10,000.00*
Indianapolis Civic Theatre	
3200 Cold Springs Road	
Indianapolis, IN 46222	
Table at "Getting To Know You" Fundraiser (Major Fundraiser for Civic's Education and Outreach Programs)	*$ 1,000.00*
Donation to "Getting To Know You" Auction (Major Fundraiser for Civic's Education and Outreach Programs)	*$ 1,500.00*
Indianapolis Zoo	
1200 West Washington Street	
Indianapolis, IN 46222	
Naturalist Society Membership at the Chairman's Circle level which supports the general mission of conservation and education about animals	*$ 1,000.00*
Four Tickets to Zoobilation which is the major fundraiser in sup-port of the general mission of conservation and education about animals.	*$ 1,140.00*
Lacy Leadership Association	
615 North Alabama Street, Suite 119	
Indianapolis, In 46204	
Pledge to the Lacy Leadership Association which develops, engages and mobilizes current and future leaders to encourage philanthropic involvement that helps the Indianapolis community thrive.	*$ 1,000.00*

MOTHERSHEAD FOUNDATION
2010 FUNDING INFORMATION

Midwest Academy of Indiana	
801 Congressional Boulevard	
Carmel, IN 46032	
Underwrite Gala. A fundraiser for Midwest Academy of Indiana, a school that offers the willing, but frustrated, learner a place to thrive academically and socially.	*$ 5,000.00*
Donation to Gala Auction which supports the general purpose of the Academy.	*$ 455.00*
Ovar'coming Together	
2625 North Meridian Street, Suite #108	
Indianapolis, IN 46208	
Sponsorship of Bag Lady Luncheon which raises money to fund cancer research	*$ 500.00*
Park Tudor School	
7200 North College Avenue	
Indianapolis, IN 46240	
Pledge - Empowering Learners Capital Campaign to support Park Tudor School's exceptional educators and extraordinary opportunities prepare students to become confident and resourceful lifelong learners. The school community creates an inspiring college preparatory learning environment for highly motivated young people in junior kindergarten through grade 12.	*$ 20,000.00*
Donation to Reunion Class Gift for Park Tudor School's exceptional educators and extraordinary opportunities prepare students to become confident and resourceful lifelong learners. The school community creates an inspiring college preparatory learning environment for highly motivated young people in junior kindergarten through grade 12.	*$ 2,500.00*
Riley Children's Foundation	
30 South Meridian, Suite 200	
Indianapolis, IN 46204	
Donation to benefit Riley Hospital for Children's Simon Family Tower which is designed to add capacity, increase efficiency and enhance patient satisfaction.	*$ 20,000.00*
St. Jude's Children's Research Hospital	
262 Danny Thomas Place	
Memphis, TN 38105	
Sponsor Donation - Bloomington Run to raise funds to support Its mission is to find cures for children with cancer and other catastrophic diseases through research and treatment.	*$ 350.00*
Second Presbyterian Church	
7700 North Meridian Street	
Indianapolis, IN 46260	
Annual Gift for General Operating Fund	$ 6,500.00
+	
Total	*$ 215,445.00*

FILE

Form 8868 (Rev January 2011) Department of the Treasury Internal Revenue Service

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

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is 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

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

  Telephone No ▶ (317) 257-8208 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension 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:

▶ [X] 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	$ 0.
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	$ 1,274.
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.