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 07/01/10 **, and ending** 06/30/11

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 CONOVER FOUNDATION, INC.

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

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

A Employer identification number
35-6672841

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

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,583,816

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	17,653	17,653	17,653	
4	Dividends and interest from securities	30,736	30,736	30,736	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	25,270			
b	Gross sales price for all assets on line 6a 296,754				
7	Capital gain net income (from Part IV, line 2)		25,270		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 1	9,624		9,624	
12	**Total.** Add lines 1 through 11	83,283	73,659	58,013	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 2	15,468	15,468		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) STMT 3	623			
24	**Total operating and administrative expenses.** Add lines 13 through 23	16,091	15,468	0	0
25	Contributions, gifts, grants paid	124,759			124,759
26	**Total expenses and disbursements.** Add lines 24 and 25	140,850	15,468	0	124,759
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	-57,567			
b	**Net investment income** (if negative, enter -0-)		58,191		
c	**Adjusted net income** (if negative, enter -0-)			58,013	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	11,873	31,652	31,652
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 4	2,143,866	2,106,238	2,251,189
	c	Investments—corporate bonds (attach schedule) SEE STMT 5	326,290	287,153	300,975
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 6)	4,709	4,128	
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,486,738	2,429,171	2,583,816
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,486,738	2,429,171	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,486,738	2,429,171	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,486,738	2,429,171	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,486,738
2	Enter amount from Part I, line 27a	2	-57,567
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,429,171
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,429,171

DAA

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	25,270
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	-38

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	118,370	2,440,051	0.048511
2008	141,409	2,372,793	0.059596
2007	147,100	3,040,551	0.048379
2006	54,199	3,049,464	0.017773
2005	39,500	1,032,772	0.038247

2	**Total** of line 1, column (d)	2	0.212506
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.042501
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,519,286
5	Multiply line 4 by line 3	5	107,072
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	582
7	Add lines 5 and 6	7	107,654
8	Enter qualifying distributions from Part XII, line 4	8	124,759

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter: **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	582
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	582
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	582
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	320		
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	320
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	262
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 page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

			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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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)		3b		X
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CONTRIBUTIONS TO VARIOUS LOCAL ORGANIZATIONS 34 ORGANIZATIONS WERE SERVED DURING THE 2010/2011 FISCAL YEAR.	124,759
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,520,072
b	Average of monthly cash balances	1b	37,579
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,557,651
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,557,651
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	38,365
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,519,286
6	**Minimum investment return.** Enter 5% of line 5	6	125,964

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

1	Minimum investment return from Part X, line 6	1	125,964
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 582		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	582
3	Distributable amount before adjustments Subtract line 2c from line 1	3	125,382
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	125,382
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	125,382

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	124,759
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	124,759
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	582
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	124,177

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				125,382
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			120,977	
b Total for prior years: 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 124,759				
a Applied to 2009, but not more than line 2a			120,977	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				3,782
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				121,600
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

SEE STATEMENT 7

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

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

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

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

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

WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8				124,759
Total			▶ 3a	124,759
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17,653	
4 Dividends and interest from securities			14	30,736	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	25,270	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 9		1,849		7,775	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,849		81,434	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 83,283

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Cheryl Conover Stroud — 11/14/2011 ▶ President

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DENNIS J. HASH	[signature]	11/08/11	

Firm's name ▶ HASH CPA GROUP LLC — PTIN P00381730

Firm's address ▶ P.O. BOX 637, FRANKLIN, IN 46131-0637 — Firm's EIN ▶ 35-2140590 — Phone no 317-738-2366

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2010

For calendar year 2010, or tax year beginning 07/01/10 , and ending 06/30/11

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

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	75 SHS TYCO ELECTRONICS LTD	P	VARIOUS	12/07/10
(2)	225 SHS TYCO INTL. LTD	P	10/03/07	12/07/10
(3)	100 SHS BERKSHIRE HATHAWAY INC.	P	05/17/07	05/04/11
(4)	175 SHS CVS CAREMARK CORP.	P	07/20/07	06/20/11
(5)	923.467 SHS AMER. CAP. WORLD GR & IN	P	07/13/06	09/08/10
(6)	145 SHS CHEVRON CORP.	P	11/03/09	09/03/10
(7)	55 SHS CHEVRON CORP.	P	11/03/09	03/08/11
(8)	175 SHS COMCAST CORP.	P	07/20/07	12/07/10
(9)	225 SHS COMCAST CORP.	P	07/20/07	01/05/11
(10)	150 SHS COMCAST CORP.	P	07/20/07	03/08/11
(11)	70 SHS EXXON MOBIL CORP.	P	12/03/02	03/08/11
(12)	100 SHS EXXON MOBIL CORP.	P	12/03/02	05/04/11
(13)	40,000 FEDERAL NAT'L MORT. 5.125%	P	06/04/07	04/15/11
(14)	.709 SHS FRONTIER COMMUNICATIONS	P	VARIOUS	07/27/10
(15)	175 SHS FRONTIER COMMUNICATIONS	P	VARIOUS	10/21/10

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	2,505		2,789	-284
(2)	9,252		9,923	-671
(3)	8,175		7,232	943
(4)	6,563		6,346	217
(5)	29,874		32,822	-2,948
(6)	11,268		11,306	-38
(7)	5,690		4,289	1,401
(8)	3,647		4,876	-1,229
(9)	5,072		6,269	-1,197
(10)	3,842		4,179	-337
(11)	5,941		672	5,269
(12)	8,500		960	7,540
(13)	40,000		39,909	91
(14)	5		2	3
(15)	1,516		478	1,038

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-284
(2)				-671
(3)				943
(4)				217
(5)				-2,948
(6)				-38
(7)				1,401
(8)				-1,229
(9)				-1,197
(10)				-337
(11)				5,269
(12)				7,540
(13)				91
(14)				3
(15)				1,038

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2010, or tax year beginning 07/01/10 , and ending 06/30/11 | **2010**

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	40,000 GE ELECTRIC CORP. MED. 5.5%	P	06/04/07	04/28/11
(2)	35 SHS IBM CORP.	P	07/13/06	03/11/11
(3)	25 SHS IBM CORP.	P	07/13/06	05/09/11
(4)	350 SHS KRAFT FOODS INC.	P	07/24/08	12/10/10
(5)	175 SHS OMNICOM GROUP INC.	P	11/09/07	12/07/10
(6)	400 SHS PFIZER INC.	P	07/13/06	05/04/11
(7)	40 SHS PFIZER INC.	P	11/24/09	05/04/11
(8)	610 SHS PFIZER INC.	P	11/24/09	06/20/11
(9)	15 SHS PFIZER INC.	P	06/16/10	06/20/11
(10)	175 SHS PROCTER & GAMBLE CO.	P	04/26/07	09/09/10
(11)	450 SHS PROGRESSIVE CORP.	P	04/26/07	10/21/10
(12)	325 SHS PROGRESSIVE CORP.	P	04/26/07	06/20/11
(13)	125 SHS TJX COMPANIES INC.	P	11/09/07	10/21/10
(14)	25 SHS TJX COMPANIES INC.	P	11/09/07	03/11/11
(15)	50 SHS TJX COMPANIES INC.	P	11/09/07	05/09/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	40,000		40,090	-90
(2)	5,702		3,234	2,468
(3)	4,266		2,310	1,956
(4)	10,697		10,346	351
(5)	8,278		8,582	-304
(6)	8,241		10,801	-2,560
(7)	824		710	114
(8)	12,433		11,061	1,372
(9)	306		217	89
(10)	10,517		11,043	-526
(11)	9,252		10,467	-1,215
(12)	6,549		7,560	-1,011
(13)	5,616		3,396	2,220
(14)	1,237		679	558
(15)	2,664		1,359	1,305

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-90
(2)				2,468
(3)				1,956
(4)				351
(5)				-304
(6)				-2,560
(7)				114
(8)				1,372
(9)				89
(10)				-526
(11)				-1,215
(12)				-1,011
(13)				2,220
(14)				558
(15)				1,305

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2010

For calendar year 2010, or tax year beginning 07/01/10 , and ending 06/30/11

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	40 SHS VANGUARD MID CAP FUND	P	05/28/08	05/04/11
(2)	150 SHS VANGUARD SMALL CAP FUND	P	05/28/08	05/09/11
(3)	132 SHS VERIZON COMMUNICATIONS INC.	P	12/03/02	05/09/11
(4)	85 SHS WATERS CORP.	P	11/17/08	05/09/11
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	3,246		3,000	246
(2)	11,836		10,089	1,747
(3)	4,985		1,310	3,675
(4)	8,255		3,178	5,077
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				246
(2)				1,747
(3)				3,675
(4)				5,077
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
AMOS INVESTMENT CORP-ORDINARY	$ -7,484	$	$ -7,484
AMOS INVESTMENT CORP-RENTAL	4,925		4,925
AMOS INV. CORP-DIVIDENDS	1,156		1,156
AMOS INV. CORP-ST CAPITAL G/L	2,671		2,671
AMOS INV. CORP-LT CAPITAL G/L	-8		-8
AMOS INV. CORP-INTERST INCOME	589		589
PS COMMODITY-INTERST	46		46
PS COMMODITY -ST CAPITAL G/L	-54		-54
PS COMMODITY-LT CAPITAL G/L	55		55
PS COMMODITY-SEC. 1256 C&S	7,728		7,728
TOTAL	$ 9,624	$ 0	$ 9,624

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	$ 15,468	$ 15,468	$	$
TOTAL	$ 15,468	$ 15,468	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MEETING EXPENSE	50			
EXCISE TAXES	270			
PORTFOLIO DEDUCTIONS	303			
TOTAL	$ 623	$ 0	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
550 EXXON-MOBIL	$ 5,279	$ 5,279	COST	$ 44,759
170 EXXON MOBILE	1,631		COST	
600 VERIZON COMMUNICATIONS INC.	5,957	5,957	COST	22,338
132 VERIZON COMMUNICATIONS INC.	1,791		COST	
300 GENERAL ELECTRIC	10,833	10,833	COST	5,658
1941 AMOS INVESTMENT CORPORATION	635,587	614,401	COST	614,401
750 ABBOTT LABORATORIES	34,839	34,839	COST	39,465
CAPITAL WORLD GROWTH & INCOME	32,822		COST	
500 CISCO SYSTEMS INC.	9,098	9,098	COST	7,805
500 WALT DISNEY CO.	14,155	14,155	COST	19,520
300 GENERAL ELECTRIC CO.	10,831	10,831	COST	5,658
150 IBM CORP.	13,833	13,833	COST	25,733
60 IBM CORP.	5,544		COST	
1200 MICROSOFT CORP.	30,466	30,466	COST	31,200
450 PEPSICO INC.	24,332	24,332	COST	31,694
400 PFIZER INC.	10,801		COST	
600 PROCTOR & GAMBLE	32,300	32,300	COST	38,142
600 GENERAL ELECTRIC	21,456	21,456	COST	11,316
900 JOHNSON & JOHNSON	57,879	57,879	COST	59,868
270 MICROSOFT CORP.	7,868	7,868	COST	7,020
25 PROCTER & GAMBLE CO.	1,577	1,577	COST	1,589
175 PROCTER 7 GAMBLE CO.	11,043		COST	
925 PROGRESSIVE CORP.	21,515	21,515	COST	19,776
775 PROGRESSIVE CORP.	18,027		COST	
325 BERKSHIRE HATHAWAY	23,503	23,503	COST	25,152
100 BERKSHIRE HATHAWAY	7,232		COST	
950 CISCO SYSTEMS INC.	25,126	25,126	COST	14,830
400 HOME DEPOT	15,364	15,364	COST	14,488
1200 US BANCORP	41,520	41,520	COST	30,612
1100 CVS CAREMARK CORP.	39,886	39,886	COST	41,338
175 CVS CAREMARK CORP.	6,346		COST	
300 COMCAST CORP.	8,358	8,358	COST	7,602
550 COMCAST CORP.	15,323		COST	
250 WALT DISNEY CO.	8,645	8,645	COST	9,760
900 JPMORGAN CHASE & CO.	45,134	45,134	COST	36,846
1400 MATTEL INC.	31,316	31,316	COST	38,486
25 TYCO ELECTRONICS LTD.	968		COST	

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
650 TYCO INTL. LTD.	$ 28,665	$ 28,665	COST	$ 32,130
225 TYCO INTL. LTD.	9,923		COST	
175 OMNICOM GROUP INC.	8,582		COST	
425 TJX COMPANIES	11,547	11,547	COST	22,325
200 TJX COMPANIES	5,434		COST	
550 TE CONNECTIVITY LTD.	20,026	20,026	COST	20,218
50 TE CONNECTIVITY LTD.	1,820		COST	
1800 DELL INC.	37,908	37,908	COST	30,006
600 COMCAST CORP.	10,782	10,782	COST	15,204
800 HOME DEPOT INC.	22,759	22,759	COST	28,976
450 OMNICOM GROUP INC.	20,493	20,493	COST	21,672
3800 VANGUARD EURO PACIFIC FUND	180,500	180,500	COST	144,704
750 VANGUARD MID CAP FUND	56,241	56,241	COST	60,315
40 VANGUARD MID CAP FUND	3,000		COST	
725 VANGUARD SMALL CAP FUND	48,701	48,701	COST	56,586
150 VANGUARD SMALL CAP FUND	10,088		COST	
650 KRAFT FOODS INC.	19,214	19,214	COST	22,900
350 KRAFT FOODS INC.	10,346		COST	
300 VANGUARD EMERGING MARKETS	13,339	13,339	COST	14,586
225 VANGUARD MID CAP FUND	15,075	15,075	COST	18,095
250 VANGUARD SMALL CAP FUND	15,748	15,747	COST	19,513
175 WATERS CORP.	6,544	6,544	COST	16,755
275 WATERS CORP.	3,178		COST	
400 VANGUARD EMERGING MARKETS	10,340	10,340	COST	19,448
200 VANGUARD MID CAP FUND	8,422	8,422	COST	16,084
200 VANGUARD SMALL CAP FUND	7,920	7,920	COST	15,610
150 BERKSHIRE HATHAWAY	9,960	9,960	COST	11,608
350 KRAFT FOODS INC.	10,132	10,132	COST	12,330
100 CHEVRON CORP.	7,797	7,797	COST	10,284
200 CHEVRON CORP.	15,595		COST	
200 CHEVRON CORP.	15,417	15,417	COST	20,568
650 PFIZER INC.	11,771		COST	
525 VANGUARD INDEX REIT	22,286	22,286	COST	31,552
1897.532 ROYCE TOTAL RETURN #267	20,000	20,000	COST	26,224
1001.502 ARTISAN INTL. FUND #661	20,000	20,000	COST	23,115
621.311 DODGE & COX INTL. FUND	20,000	20,000	COST	22,852
636.943 GOLDMAN SACHS MID CAP VALUE	20,000	20,000	COST	24,427

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2000 POWERSHARES DB COMMODITY	$ 46,378	$ 53,849	COST	$ 57,920
1375 PFIZER INC.	21,214	21,214	COST	28,325
15 PFIZER INC.	217		COST	
550 WAL-MART STORES INC.	28,319	28,319	COST	29,227
3,629.764 PIMCO TOTAL RETURN FD #35		40,000	COST	39,891
1,285.347 T. ROWE PRICE EMERGING MKT		40,000	COST	45,476
325 NORTHERN TRUST CO.		16,146	COST	14,937
688.073 ARTISAN FUNDS INTL. # 661		15,000	COST	15,880
422.416 DODGE & COX INTL. FUND		15,000	COST	15,536
100 JPMORGAN CHASE		4,664	COST	4,094
50 NORTHERN TRUST CO.		2,603	COST	2,298
500 CISCO SYSTEMS INC.		8,735	COST	7,805
950 WELLS FARGO & CO.		25,422	COST	26,657
TOTAL	$ 2,143,866	$ 2,106,238		$ 2,251,189

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
40,000 FEDERAL HOME LOAN MORTGAGE	$ 39,823	$ 39,823	COST	$ 42,039
40,000 FEDERAL NATIONAL MORTGAGE	39,909		COST	
40,000 BANK OF AMERICA	39,624	39,624	COST	42,795
40,000 GE CAPITAL CORP.	40,090		COST	
40,000 GOLDMAN SACHS GROUP	39,388	39,388	COST	42,379
45,000 MERCK & CO. 4.375%	46,238	46,238	COST	47,654
40,000 WAL-MART 4.55%	41,102	41,102	COST	42,795
40,000 FEDERAL HOME LOAN BANK 2.875%	40,116	40,116	COST	41,711
20,000 FEDERAL FARM CREDIT 3.9%		20,613	COST	21,097
20,000 FEDERAL HOME LOAN BANK 3.125%		20,249	COST	20,505
TOTAL	$ 326,290	$ 287,153		$ 300,975

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Statement 6 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACC INTEREST PURCHASED, NOT RECEIVED	$ 4,709	$ 4,128	$
TOTAL	$ 4,709	$ 4,128	$ 0

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Statement 7 - Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

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

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

Description
WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

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

Description
NONE

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

Description
NONE

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
BARTHOLOMEW CNTY SHERIFF COLUMBUS IN 47201	543 2ND STREET NONE	PUBLIC	CHARITABLE	7,000
CHRISTIAN HELP INC. GREENWOOD IN 46142	P.O. BOX 7112 NONE	PUBLIC	CHARITABLE	4,000
COLUMBUS FIREMEN CHEER FD COLUMBUS IN 47201	1101 JACKSON STREET NONE	PUBLIC	CHARITABLE	2,000
CUB SCOUT PACK #209 EDINBURGH IN 46124	911 ROOSEVELT AVE. NONE	PUBLIC	CHARITABLE	500
ECUMENICAL ASSEMBLY COLUMBUS IN 47202	P.O. BOX 1421 NONE	PUBLIC	CHARITABLE	4,000
EDINBURGH BOY SCOUT TROOP EDINBURGH IN 46124	405 N. WALNUT STREET NONE	PUBLIC	CHARITABLE	500
EDINBURGH DOLLARS FOR SCH EDINBURGH IN 46124	P.O. BOX 305 NONE	PUBLIC	CHARITABLE	2,000
EDINBURGH FIRE CHEER FUND EDINBURGH IN 46124	107 S. HOLLAND STREET NONE	PUBLIC	CHARITABLE	2,000
FOP - SHOP WITH A COP COLUMBUS IN 47201	543 SECOND STREET NONE	PUBLIC	CHARITABLE	2,000
FRANKLIN SYMPHONIC COUNCI FRANKLIN IN 46131	P.O. BOX 988 NONE	PUBLIC	CHARITABLE	2,000
FREEDOM FROM RELIGION FOU MADISON WI 53701	P.O. BOX 750 NONE	PUBLIC	CHARITABLE	1,000
GIRL SCOUTS OF TULIP TRAC BLOOMINGTON IN 47407	5596 E. STATE ROAD 46 NONE	PUBLIC	CHARITABLE	2,000
HOSPICE OF SOUTH CENTRAL COLUMBUS IN 47201	2626 E. 17TH STREET NONE	PUBLIC	CHARITABLE	3,000
JOHNSON CNTY HISTORICAL S FRANKLIN IN 46131	135 N. MAIN STREET NONE	PUBLIC	CHARITABLE	9,900
JOHNSON CNTY HUMANE SOCIE FRANKLIN IN 46131	3827 NORTH 225 EAST NONE	PUBLIC	CHARITABLE	7,500
JOHNSON COUNTY 4H LANCERS FRANKLIN IN 46131-8271	3556 SOUTH 800 EAST NONE	PUBLIC	CHARITABLE	1,500
JOHNSON COUNTY HEALTH FOU FRANKLIN IN 46131	P.O. BOX 549 NONE	PUBLIC	CHARITABLE	2,000
KAPPA KAPPA KAPPA INC. EDINBURGH IN 46124	618 MEMORIAL DRIVE NONE	PUBLIC	CHARITABLE	3,000

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
SALVATION ARMY INDIANAPOLIS IN 46208	3100 NORTH MERIDIAN NONE	PUBLIC	CHARITABLE	2,000
SANDY HOOK UNITED METHODI COLUMBUS IN 47203	1610 TAYLOR ROAD NONE	PUBLIC	CHARITABLE	2,100
SENIOR CENTER SERVICES COLUMBUS IN 47201	148 LINDSEY STREET NONE	PUBLIC	CHARITABLE	10,000
SOCIETY FOR PROGRESSIVE S HUNT VALLEY MD 21031	11350 MCCORMICK RD SUITE NONE	PUBLIC	CHARITABLE	3,000
UNITED WAY OF JOHNSON COU FRANKLIN IN 46131	2525 N. MORTON STREET NONE	PUBLIC	CHARITABLE	2,000
MARRIAGE INVESTORS INC. FRANKLIN IN 46131	1876 NORTHWOOD PLAZ, #201 NONE	PUBLIC	CHARITABLE	1,000
PLANNED PARENTHOOD INDIANPOLIS IN 46206	200 S. MERIDIAN ST. NONE	PUBLIC	CHARITABLE	1,000
BARTH. CNTY HUMANE SOCIEY COLUMBUS IN 47201	4110 EAST 200 SOUTH NONE	PUBLIC	CHARITABLE	7,500
EDINBURGH HIGH SCHOOL EDINBURGH IN 46124	300 S. KEELEY ST. NONE	PUBLIC	CHARITABLE	14,659
USO OF INDIANA INDIANAPOLIS IN 46244	P.O. BOX 441160 NONE	PUBLIC	CHARITABLE	2,000
EDINBURGH PUBLIC LIBRARY EDINBURGH IN 46124	119 W. MAIN CROSS ST. NONE	PUBLIC	CHARITABLE	1,500
TOWN OF EDINBURGH EDINBURGH IN 46124	107 S. HOLLAND ST. NONE	PUBLIC	CHARITABLE	500
HABITAT FOR HUMANITY FRANKLIN IN 46131	98 S. EDWARDS NONE	PUBLIC	CHARITABLE	10,000
NEW SONG MISSION NASHVILLE IN 47448	P.O. BOX 488 NONE	PUBLIC	CHARITABLE	2,000
TURNING POINT COLUMBUS IN 47201	745 WASHINGTON ST. NONE	PUBLIC	CHARITABLE	2,000
INDIANA LANDMARKS FDN. INDIANAPOLIS IN 46202	1201 CENTRAL AVE. NONE	PUBLIC	CHARITABLE	7,600

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				124,759

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Statement 9 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
AMOS INVESTMENT CORP-ORDINA	531390	$ -7,484		$	$
AMOS INVESTMENT CORP-RENTAL	531190	4,925			
AMOS INV. CORP-DIVIDENDS	523000	1,156			
AMOS INV. CORP-ST CAPITAL G	523000	2,671			
AMOS INV. CORP-LT CAPITAL G	523000	-8			
AMOS INV. CORP-INTERST INCO	523000	589			
PS COMMODITY-INTERST			14	46	
PS COMMODITY -ST CAPITAL G/			18	-54	
PS COMMODITY-LT CAPITAL G/L			18	55	
PS COMMODITY-SEC. 1256 C&S			18	7,728	
TOTAL		$ 1,849		$ 7,775	$ 0