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 JUL 1, 2010 **, and ending** JUN 30, 2011

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: MIDLANDS COMMUNITY FOUNDATION

A Employer identification number: 51-0191738

Number and street (or P O box number if mail is not delivered to street address): 945 NORTH ADAMS — Room/suite: 7

B Telephone number: 402-991-8027

City or town, state, and ZIP code: PAPILLION, NE 68046

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)* ▶$ 5,215,066.

J Accounting method: [ ] Cash [X] 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 [X]

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))

	Line	(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	249,537.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	113,033.	113,033.		STATEMENT 1
	4 Dividends and interest from securities	52,037.	52,037.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,073.			STATEMENT 3
	b Gross sales price for all assets on line 6a 1,486,161.				
	7 Capital gain net income (from Part IV, line 2)		9,279.		
	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	53,895.	0.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	477,575.	174,349.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	64,807.	0.		64,807.
	14 Other employee salaries and wages	25,233.	0.		25,233.
	15 Pension plans, employee benefits	2,568.	0.		2,568.
	16a Legal fees STMT 5	2,442.	0.		2,442.
	b Accounting fees STMT 6	8,647.	0.		8,647.
	c Other professional fees STMT 7	1,912.	1,912.		0.
	17 Interest				
	18 Taxes STMT 8	6,965.	0.		6,965.
	19 Depreciation and depletion	4,991.	0.		
	20 Occupancy	19,193.	0.		19,193.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	137,686.	0.		130,878.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	274,444.	1,912.		260,733.
	25 Contributions, gifts, grants paid	267,999.			267,999.
	26 **Total expenses and disbursements.** Add lines 24 and 25	542,443.	1,912.		528,732.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<64,868.>			
	b **Net investment income** (if negative, enter -0-)		172,437.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	806.	7,682.	7,682.
2	Savings and temporary cash investments	858,145.	701,371.	701,371.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶ 1,376.			
	Less: allowance for doubtful accounts ▶	650.	1,376.	1,376.
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	4,820.	4,668.	4,668.
10a	Investments - U.S. and state government obligations STMT 10	1,288,342.	787,890.	787,890.
b	Investments - corporate stock STMT 11	488,321.	641,986.	641,986.
c	Investments - corporate bonds STMT 12	715,789.	1,011,313.	1,011,313.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 13	1,540,168.	2,037,717.	2,037,717.
14	Land, buildings, and equipment: basis ▶ 35,876.			
	Less accumulated depreciation STMT 14▶ 14,813.	7,074.	21,063.	21,063.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	4,904,115.	5,215,066.	5,215,066.
Liabilities				
17	Accounts payable and accrued expenses	5,837.	12,645.	
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)	5,837.	12,645.	
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	4,873,335.	5,054,769.	
25	Temporarily restricted	6,122.	80,621.	
26	Permanently restricted	18,821.	67,031.	
	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**	4,898,278.	5,202,421.	
31	**Total liabilities and net assets/fund balances**	4,904,115.	5,215,066.	

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	4,898,278.
2	Enter amount from Part I, line 27a	2	<64,868.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	369,011.
4	Add lines 1, 2, and 3	4	5,202,421.
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	5,202,421.

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	PUBLICLY TRADED SECURITIES	P	12/31/10	12/31/11
b	CAPITAL GAINS DIVIDENDS			
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	1,484,808.		1,476,882.	7,926.
b	1,353.			1,353.
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				7,926.
b				1,353.
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 — 9,279.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	441,840.	4,347,852.	.101623
2008	438,294.	3,979,426.	.110140
2007	413,660.	5,121,798.	.080765
2006	352,038.	5,232,122.	.067284
2005	354,438.	5,198,689.	.068178

2	**Total** of line 1, column (d)	2	.427990
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	.085598
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,501,771.
5	Multiply line 4 by line 3	5	385,343.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,724.
7	Add lines 5 and 6	7	387,067.
8	Enter qualifying distributions from Part XII, line 4	8	528,732.

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 ▶ [X] and enter 1% of Part I, line 27b	1	1,724.
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	1,724.
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	1,724.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	1,724.
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) ▶ NE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 ▶ WWW.MIDLANDSCOMMUNITY.ORG

14 The books are in care of ▶ TONEE GAY Telephone no. ▶ 402-991-8027
Located at ▶ 945 NORTH ADAMS STREET, SUITE 7, PAPILLION, NE ZIP+4 ▶ 68046

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)?		1b		X
	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

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X	
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? SEE STATEMENT 16	☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		64,807.	1,826.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	4,525,394.
b	Average of monthly cash balances		1b	44,932.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,570,326.
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	4,570,326.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	68,555.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,501,771.
6	**Minimum investment return.** Enter 5% of line 5		6	225,089.

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	225,089.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1,724.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,724.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	223,365.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	223,365.
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	223,365.

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	528,732.
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	528,732.
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	1,724.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	527,008.

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				223,365.
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 107,702.				
b From 2006 96,790.				
c From 2007 166,292.				
d From 2008 242,395.				
e From 2009 222,485.				
f **Total** of lines 3a through e	835,664.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 528,732.				
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				223,365.
e Remaining amount distributed out of corpus	305,367.			
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	1,141,031.			
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	107,702.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,033,329.			
10 Analysis of line 9:				
a Excess from 2006 96,790.				
b Excess from 2007 166,292.				
c Excess from 2008 242,395.				
d Excess from 2009 222,485.				
e Excess from 2010 305,367.				

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 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 18				
Total			▶ 3a	267,999.
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			14	113,033.	
4 Dividends and interest from securities			14	52,037.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	9,073.	
9 Net income or (loss) from special events			02	52,545.	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEE INCOME					1,350.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		226,688.	1,350.

13 Total Add line 12, columns (b), (d), and (e) 13 228,038.

(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).
11A	FEES ARE PAID TO MIDLANDS COMMUNITY FOUNDATION BY AFFILIATED FUNDS FOR ADMINISTRATIVE SERVICES.

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

Signature of officer or trustee: Barbara J. Fajen | Date: 3/7/12 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA J. FAJEN	Barbara J. Fajen	2-28-12		

Firm's name ▶ SEIM JOHNSON, LLP | Firm's EIN ▶

Firm's address ▶ 18081 BURT STREET, SUITE 200 OMAHA, NE 68022-4722 | Phone no. (402)330-2660

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

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization: MIDLANDS COMMUNITY FOUNDATION

Employer identification number: 51-0191738

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

MIDLANDS COMMUNITY FOUNDATION

Employer identification number

51-0191738

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LORENZE & JANICE ROLOFF 14020 W SAND HILL ROAD LOUISVILLE, NE 68037-2858	$ 8,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	PINNACLE BANK 1200 GOLDEN GATE DRIVE PAPILLION, NE 68046	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	L.G. ROLOFF CONSTRUCTION 10204 S 152ND STREET OMAHA, NE 68138	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization

MIDLANDS COMMUNITY FOUNDATION

Employer identification number

51-0191738

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
MIDLANDS COMMUNITY FOUNDATION	51-0191738

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	LEASEHOLD IMPROVEMENTS AND EQ	VARIES	SL	.000	16	35,876.			35,876.	9,822.		4,991.
	* TOTAL 990-PF PG 1 DEPR					35,876.		0.	35,876.	9,822.	0.	4,991.

028102
05-01-10

(D) - Asset disposed

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WELLS FARGO	113,033.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	113,033.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	53,390.	1,353.	52,037.
TOTAL TO FM 990-PF, PART I, LN 4	53,390.	1,353.	52,037.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES		12/31/10	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,484,808.	1,476,882.	0.	0.	7,926.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EQUIPMENT	PURCHASED	12/31/07	03/16/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	4,802.	0.	4,596.	<206.>

NET GAIN OR LOSS FROM SALE OF ASSETS	7,720.
CAPITAL GAINS DIVIDENDS FROM PART IV	1,353.
TOTAL TO FORM 990-PF, PART I, LINE 6A	9,073.

FORM 990-PF	OTHER INCOME	STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEE INCOME	1,350.	0.	
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	52,545.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	53,895.	0.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,442.	0.		2,442.
TO FM 990-PF, PG 1, LN 16A	2,442.	0.		2,442.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,647.	0.		8,647.
TO FORM 990-PF, PG 1, LN 16B	8,647.	0.		8,647.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1,912.	1,912.		0.
TO FORM 990-PF, PG 1, LN 16C	1,912.	1,912.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,965.	0.		6,965.
TO FORM 990-PF, PG 1, LN 18	6,965.	0.		6,965.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	64,454.	0.		64,454.
REFLECTION BALL - FUNDRAISING EVENT	40,803.	0.		40,803.
GOLF OUTING - FUNDRAISING EVENT	19,822.	0.		19,822.
INCREASE IN ACCOUNTS PAYABLE	0.	0.		<6,808.>
NEBRASKA HEAT YOUTH PROGRAM - OPERATING EXPENSES	12,607.	0.		12,607.
TO FORM 990-PF, PG 1, LN 23	137,686.	0.		130,878.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		787,890.	787,890.
TOTAL U.S. GOVERNMENT OBLIGATIONS			787,890.	787,890.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			787,890.	787,890.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	641,986.	641,986.
TOTAL TO FORM 990-PF, PART II, LINE 10B	641,986.	641,986.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT/BONDS	1,011,313.	1,011,313.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,011,313.	1,011,313.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	1,128,514.	1,128,514.
ALTERNATIVE INVESTMENTS	COST	877,351.	877,351.
INTEREST RECEIVABLE	COST	31,852.	31,852.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,037,717.	2,037,717.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS AND EQUIPMENT	35,876.	14,813.	21,063.
TOTAL TO FM 990-PF, PART II, LN 14	35,876.	14,813.	21,063.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TONEE GAY 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	EXECUTIVE DIRECTOR 40.00	64,807.	1,826.	0.
KARLA RUPIPER 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	PRESIDENT 1.00	0.	0.	0.
RANDY SUMP 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	VICE PRESIDENT 1.00	0.	0.	0.
KEVIN DASHER 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	TREASURER 1.00	0.	0.	0.
TERRI SCHOLTING 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	VP ADVISORY 1.00	0.	0.	0.
RITA RAMIREZ 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	MEMBER AT LARGE 1.00	0.	0.	0.
JOHN SHEEHAN 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	MEMBER AT LARGE 1.00	0.	0.	0.
MARY GAWECKI 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	PAST PRESIDENT 1.00	0.	0.	0.
JANET BARNA 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JULIE BEAR 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
BRENDA CARLSON 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.

LINDA CLATTERBUCK 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JAN DAVIS 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
BOB FREDERICK 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
MARY BETH HARROLD 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JIM LANGLEY 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
BONNIE MILLER 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
PHIL PANKONIN 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
LEE POLIKOV 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JEFF RENNER 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
KEVIN RILEY 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		64,807.	1,826.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 16
PART VII-B, LINE 5C

GRANTEE'S NAME

BELLEVUE VOLUNTEER FIRE DEPARTMENT

GRANTEE'S ADDRESS

211 W. 22 AVENUE
BELLEVUE, NE 68005

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
5,000.	05/14/10	5,000.	11/17/10

PURPOSE OF GRANT

PROVIDE FUNDS FOR THE COUNTY-WIDE SARPY COUNTY KIDS FIRE CAMP.

DATES OF REPORTS BY GRANTEE

9/10/2010

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL MONIES EXPENDED ON 2010 SARPY COUNTY KIDS CAMP.

GRANTEE'S NAME

GRETNA VOLUNTEER FIRE & RESCUE DEPARTMENT

GRANTEE'S ADDRESS

11175 S. 204TH STREET
GRETNA, NE 68028

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
10,000.	05/14/10	10,000.	01/21/11

PURPOSE OF GRANT

PROVIDE FUNDS TO OFFSET THE COST OF A ZOLL MONITOR TO BE PURCHASED FOR A GRETNA FIRE STATION.

DATES OF REPORTS BY GRANTEE

1/21/2011

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL MONIES EXPENDED ON PURCHASE OF ZOLL MONITOR.

GRANTEE'S NAME

GRETNA PUBLIC SCHOOLS FOUNDATION

GRANTEE'S ADDRESS

11717 S. 216TH STREET
GRETNA, NE 68028

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
2,250.	05/14/10	

PURPOSE OF GRANT

PURCHASE OF SPORTS EQUIPMENT TO EXPAND FITNESS PROGRAMS AT THREE GRETNA KIDS CONNECTION LOCATIONS.

DATES OF REPORTS BY GRANTEE

NO REPORTS REC'D AS OF 06/30/11.

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

KIWANIS INTERNATIONAL

GRANTEE'S ADDRESS

P.O. BOX 715
BELLEVUE, NE 68005

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
500.	05/27/11	500.	06/27/11

PURPOSE OF GRANT

PURCHASE FOOD FOR FOOD BANK.

DATES OF REPORTS BY GRANTEE

6/27/11

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL MONIES EXPENDED FOR FOOD.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

TONEE GAY C/O MIDLANDS COMMUNITY FOUNDATION
945 NORTH ADAMS, SUITE 7
PAPILLION, NE 68046

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
402-991-8027	MIDLANDS COMMUNITY FOUNDATION GRANT PROGRAM

FORM AND CONTENT OF APPLICATIONS

THE GRANT APPLICATION MUST BE IN WRITING. NO SPECIFIC FORMAT FOR REQUESTS IS REQUIRED.

ANY SUBMISSION DEADLINES

GRANTS ARE ACCEPTED AT ANY TIME.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IS GIVEN TO CHARITABLE ORGANIZATIONS AND ACTIVITIES WHICH BENEFIT RESIDENTS OF SARPY AND CASS COUNTIES IN NEBRASKA.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 18

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALEGENT HEALTH MIDLANDS HOSPITAL 11111 SOUTH 84TH STREET PAPILLION, NE 68046	NONE HEALTH FAIR	509(A)(2)	5,000.
GIRL SCOUTS - SPIRIT OF NEBRASKA 2121 S 44TH STREET OMAHA, NE 68105	NONE SAFETY EQUIPMENT FOR CAMP MAHA	509(A)(1)	2,605.
AMERICAN CANCER SOCIETY 9850 NICHOLAS STREET, SUITE 200 OMAHA, NE 68114	NONE FUNDS FOR RELAY FOR LIFE	509(A)(1)	5,000.
ANGELS AMONG US 11918 POPPLETON PLAZA OMAHA, NE 68144	NONE ASSITANCE WITH EXPENSES DURING CHILD'S CANCER CARE	509(A)(2)	5,000.
HELP ADULT SERVICES 1941 S 42ND STREET SUITE 200 OMAHA, NE 68105	NONE MEDICAL EQUIPMENT	509(A)(2)	4,500.
LEGAL AID OF NEBRASKA 1904 FARNAM STREET SUITE 500 OMAHA, NE 68102	NONE LEGAL AID FOR VICTIMS OF DOMESTIC VIOLENCE	509(A)(1)	5,000.
PRIDE - OMAHA, INC. 6143 WHITMORE STREET OMAHA, NE 68152	NONE FUNDING FOR PROGRAMS IN SARPY & CASS COUNTY SCHOOLS	509(A)(1)	4,500.
CASA-CASS COUNTY 346 NORTH MAIN STREET PLATTSMOUTH, NE 68048	NONE VOLUNTEER TRAINING	509(A)(1)	4,000.

STRATEGIC AIR & SPACE MUSEUM 28210 W PARK HIGHWAY ASHLAND, NE 68003	NONE MULTI-AXIS TRAINER	509(A)(1)	10,000.
BOY SCOUTS OF AMERICA 12401 WEST MAPLE ROAD OMAHA, NE 68164	NONE FUNDS FOR UNIFORM & RESOURCE BANK	509(A)(1)	4,250.
YMCA 430 S 20TH STREET OMAHA, NE 68102	NONE STRONG KIDS CAMPAIGN	509(A)(2)	2,500.
ARTS FOR ALL, INC. PO BOX 31578 % JUDY G MALLORY OMAHA, NE 68131	NONE SUMMER ARTS CAMP	509(A)(1)	1,500.
BELLEVUE UNIVERSITY 1000 GALVIN ROAD SOUTH BELLEVUE, NE 68005	NONE SCHOLARSHIPS	509(A)(1)	20,000.
NE ADVANCED MANUFACTURING COALITION 1299 FARNAM STREET, SUITE 530 OMAHA, NE 68102	NONE CEENBOTS ROBOTIC KITS FOR HIGH SCHOOLS	509(A)(1)	13,800.
NE LUTHERAN OUTDOOR MINISTRIES 27416 RANCH ROAD ASHLAND, NE 68003	NONE FUNDS FOR OFFSET OF CAMP EXPENSES	509(A)(2)	2,500.
COMPLETELY KIDS 2566 ST MARY S AVE OMAHA, NE 68105	NONE PREVENTION EDUCATION PLAYS FOR SCHOOL AGE KIDS	509(A)(1)	5,000.
ELMWOOD-MURDOCK EDUCATION FOUNDATION PO BOX 267 ELMWOOD, NE 68349	NONE FUNDS FOR YOUTH FRONTIERS RETREATS	509(A)(1)	4,190.
THE NEBRASKA FOOD BANK NETWORK, INC. 6824 J STREET OMAHA, NE 68117	NONE BACKPACK PROGRAM FOR PLATTSMOUTH PUBLIC SCHOOLS	509(A)(1)	5,000.

GREEN BELLEVUE 1010 VIRGINIA STREET BELLEVUE, NE 68147	NONE LANDSCAPING AT EASTERN NEBRASKA VETERAN'S HOME	509(A)(1)	10,000.
THE LOFTE ASSOCIATION, INC. 15841 MANLEY ROAD MANLEY, NE 68403	NONE SILVER SPONSORSHIP	509(A)(2)	2,500.
THE SALVATION ARMY 3612 CUMMING STREET OMAHA, NE 68131	NONE FUNDING FOR ENERGY ASSISTANCE FUND	509(A)(1)	5,000.
PLATTSMOUTH PUBLIC LIBRARY FOUNDATION 8520 ASHLAND ROAD PLATTSMOUTH, NE 68048	NONE NEW COMPUTER SERVER & PATRON COMPUTERS	509(A)(1)	5,000.
SARPY COUNTY HISTORICAL SOCIETY 2402 CLAY STREET BELLEVUE, NE 68005	NONE FUNDS FOR EQUIPMENT & SOFTWARE TO PRESERVE DIGITAL IMAGES	509(A)(1)	5,654.
SPRINGFIELD LIBRARY FOUNDATION PO BOX 245 OMAHA, NE 68101	NONE BUILDING PROJECT	509(A)(1)	20,000.
YOUTH EMERGENCY SERVICES, INC. 2679 FARNAM STREET SUITE 205 OMAHA, NE 68131	NONE SECURITY SYSTEM	509(A)(1)	10,000.
KIWANIS INTERNATIONAL P.O. BOX 715 BELLEVUE, NE 68005	NONE FOOD FOR FOOD BANK	509(C)(4)	500.
PROJECT HARMONY 11949 Q STREET OMAHA, NE 68137	NONE SUPPORT MISSION OF ENDING CHILD ABUSE AND NEGLECT	509(A)(1)	105,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			267,999.

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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
	MIDLANDS COMMUNITY FOUNDATION	51-0191738
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 945 NORTH ADAMS, NO. 7	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PAPILLION, NE 68046	

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

TONEE GAY
- The books are in the care of ▶ 945 NORTH ADAMS STREET, SUITE 7 - PAPILLION, NE 68046
  Telephone No. ▶ 402-991-8027 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 FEBRUARY 15, 2012 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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	$ 0.
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.

11-4-11

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

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

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

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

Type or print	Name of exempt organization	Employer identification number
File by the extended due date for filing your return See instructions	MIDLANDS COMMUNITY FOUNDATION	51-0191738
	Number, street, and room or suite no. If a P.O. box, see instructions. 945 NORTH ADAMS, NO. 7	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PAPILLION, NE 68046	

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

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

- The books are in the care of ▶ TONEE GAY 945 NORTH ADAMS STREET, SUITE 7 - PAPILLION, NE 68046

Telephone No ▶ 402-991-8027 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.

4 I request an additional 3-month extension of time until MAY 15, 2012 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2010 , and ending JUN 30, 2011 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ALL OF THE INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN RECEIVED.

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

Signature and Verification

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

Signature ▶ Barbara J. Thyen Title ▶ CPA Date ▶ 2-8-12

023842
01-24-11