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 10/01 , 2010, and ending 09/30, 2011

G Check all that apply. [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

Name of foundation
THE HILLENBRAND FAMILY FOUNDATION
C/O MICHAEL R. HILLENBRAND

A Employer identification number 13-4050660

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 3549

B Telephone number (see page 10 of the instructions) (239) 434-7916

City or town, state, and ZIP code
NAPLES, FL 34106

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 [X] 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)* ▶ $ 3,492,712.

J Accounting method [X] 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)	0			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	27,973.	27,973.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	253,369.			
	b Gross sales price for all assets on line 6a 685,827.				
	7 Capital gain net income (from Part IV, line 2)		253,382.		
	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) (attach schedule)				
	11 Other income (attach schedule)	4,186.	1,329.		ATCH 2
	12 **Total.** Add lines 1 through 11	285,528.	282,684.		
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)	11,500.	5,750.		5,750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	4,713.	963.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	12,386.	12,289.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	28,599.	19,002.		5,750.
	25 Contributions, gifts, grants paid	923,172.			923,172.
	26 **Total expenses and disbursements** Add lines 24 and 25	951,771.	19,002.		928,922.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-666,243.			
	b **Net investment income** (if negative, enter -0-)		263,682.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	463,778.	64,167.	64,167.
2	Savings and temporary cash investments	37,188.	4,195.	4,195.
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 (attach schedule) ▶ *		* 225,000.	ATCH 5
	Less allowance for doubtful accounts ▶	0.	225,000.	225,000.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 6	399,704.	26,438.	26,438.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 7	2,013,363.	1,927,990.	3,172,912.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,914,033.	2,247,790.	3,492,712.
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.	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	2,914,033.	2,247,790.	
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)	2,914,033.	2,247,790.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,914,033.	2,247,790.	

Sections: Assets (lines 1–16); Liabilities (lines 17–23); Net Assets or Fund Balances (lines 24–31).

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	2,914,033.
2	Enter amount from Part I, line 27a	2	-666,243.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,247,790.
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	2,247,790.

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 PART IV SCHEDULE			
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	253,382.
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	

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	842,401.	4,015,077.	0.209809
2008	1,971,020.	4,970,645.	0.396532
2007	563,456.	6,726,834.	0.083762
2006	594,059.	6,563,124.	0.090515
2005	393,815.	5,346,213.	0.073662

2	**Total** of line 1, column (d)	2	0.854280
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	0.170856
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,171,909.
5	Multiply line 4 by line 3	5	712,796.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,637.
7	Add lines 5 and 6	7	715,433.
8	Enter qualifying distributions from Part XII, line 4	8	928,922.

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.

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 ruling 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	2,637.
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	
3	Add lines 1 and 2	3	2,637.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,637.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 3,750.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,750.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,113.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 1,113. **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		
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) ▶ FL,			
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)*

		Line	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 ▶ MICHAEL R. HILLENBRAND Telephone no ▶ 239-434-7916			
	Located at ▶ P. O. BOX 3549, NAPLES, FL ZIP + 4 ▶ 34106			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		
	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 page 22 of the instructions)	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)*	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)*

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 [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(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 [X]		
(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 [X]		
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)?		**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ [X]			
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?	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 [X]		
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 [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	X

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
ATTACHMENT 8		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 ▶

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 ▶		NONE

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 THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUT- IONS, OTHER ORGANIZATIONS EXEMPT UNDER IRC SECTION 501(C)(3)	
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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
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	1,454,638.
b	Average of monthly cash balances	1b	100,606.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,680,197.
d	**Total** (add lines 1a, b, and c)	1d	4,235,441.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,235,441.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	63,532.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,171,909.
6	**Minimum investment return.** Enter 5% of line 5	6	208,595.

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	208,595.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,637.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,637.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	205,958.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	205,958.
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	205,958.

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	928,922.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	928,922.
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	2,637.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	926,285.

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				205,958.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005 . . . . . . 0.				
b	From 2006 . . . . . . 98,772.				
c	From 2007 . . . . . . 567,465.				
d	From 2008 . . . . . . 1,974,782.				
e	From 2009 . . . . . . 846,006.				
f	**Total** of lines 3a through e	3,487,025.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 928,922.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	(ATCH 9) 928,922.			
d	Applied to 2010 distributable amount				
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	205,958.			205,958.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,209,989.			
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				
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	4,209,989.			
10	Analysis of line 9				
a	Excess from 2006 . . . 0.				
b	Excess from 2007 . . . 460,279.				
c	Excess from 2008 . . . 1,974,782.				
d	Excess from 2009 . . . 846,006.				
e	Excess from 2010 . . . 928,922.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 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))

MICHAEL R. HILLENBRAND

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 ▶ [X] 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:

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 ATTACHED				923,172.
Total . . . . . . ▶ **3a**				923,172.
b *Approved for future payment*				
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					
4 Dividends and interest from securities			14	27,973.	
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			14	4,186.	
8 Gain or (loss) from sales of assets other than inventory			18	253,369.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				285,528.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 285,528.

(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.)

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

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?

		Yes	No
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		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

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 [signature] Date 8/13/12 Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
REBECCA AU	Rebecca Au	7/27/12		P01288639

Firm's name ▶ ERNST & YOUNG U.S. LLP Firm's EIN ▶ 34-6565596

Firm's address ▶ 5 TIMES SQUARE NEW YORK, NY 10036 Phone no. 212-773-3000

The Hillenbrand Family Foundation
EIN: 13-4050660
F/Y/E 09/30/2011

990-PF, Part XV, Line 3a

Name and Address of Recipient	Status of Recipient	Purpose of Grant	Amount of Contribution
Becket/Chimney Corners YMCA, Becket, MA	IRC Section 501 (c)(3)	For General Fund	40,000.00
Boston College, Chestnut Hill, MA	IRC Section 501 (c)(3)	For General Fund	300,000.00
All Kinds of Minds, Chapel Hill, NC	IRC Section 501 (c)(3)	For General Fund	20,000.00
Princeton Healthcare Foundation, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	100,000 00
Children's Museum of Naples, Naples, FL	IRC Section 501 (c)(3)	For General Fund	70,667.00
HiTops, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	40,000.00
American Saddlebred Museum, Lexington, KY	IRC Section 501 (c)(3)	For General Fund	70,470.50
Stuart Country Day School, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	87,000.00
Princeton Day School, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	20,000.00
Operation Smile, New York, NY	IRC Section 501 (c)(3)	For General Fund	42,679 48
Dana Farber Cancer Institute, Boston, MA	IRC Section 501 (c)(3)	For General Fund	7,500.00
Naples Children & Education Foundation, Naples, FL	IRC Section 501 (c)(3)	For General Fund	17,500.00
Aspen Institute, Washington, DC	IRC Section 501 (c)(3)	For General Fund	5,000.00
ENABLE, Trenton, NJ	IRC Section 501 (c)(3)	For General Fund	1,000.00
Trinity Counseling Service, Princeton, NJ	IRC Section 501 (c)(3)	For General Fund	25,000.00
Justin Cowley Medical Fund, West Virginia	IRC Section 501 (c)(3)	For General Fund	26,055 50
Sheriff's Meadow Foundation, Edgartown , MA	IRC Section 501 (c)(3)	For General Fund	22,500.00
Family Centers of Greenwich, Greenwich, CT	IRC Section 501 (c)(3)	For General Fund	10,000.00
City of Naples Dog Park, Naples, FL	IRC Section 501 (c)(3)	For General Fund	5,000.00
Taste of the Vineyard Foundation, Oak Bluffs, MA	IRC Section 501 (c)(3)	For General Fund	5,000.00
SOS Villages, Washington, DC	IRC Section 501 (c)(3)	For General Fund	2,500.00
Martha's Vineyard Museum, Edgartown, MA	IRC Section 501 (c)(3)	For General Fund	1,000.00
UPHA Foundation, Lexington, KY	IRC Section 501 (c)(3)	For General Fund	1,000.00
Best Buddies International, Lexington, KY	IRC Section 501 (c)(3)	For General Fund	1,000.00
Hope International School, Colorado Springs, CO	IRC Section 501 (c)(3)	For General Fund	1,000 00
Vineyard Golf Club Foundation, Edgartown, MA	IRC Section 501 (c)(3)	For General Fund	500.00
Plan India	IRC Section 501 (c)(3)	For General Fund	500.00
The Boathouse Foundation, Edgartown, MA	IRC Section 501 (c)(3)	For General Fund	300.00
Total Contributions Paid			$ 923,172 48

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		THRU VARIOUS PARTNERSHIPS PROPERTY TYPE: OTHER				P	VAR	VAR
							269,911.	
		278.35 SHS ALTAIR STARS FUND HOLDING PROPERTY TYPE: SECURITIES				P	VAR	VAR
25,932.		27,835.					-1,903.	
		500 SHS SPDR S&P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	VAR	04/14/2011
66,558.		46,464.					20,094.	
		500 SHS SPDR S&P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	VAR	06/13/2011
64,501.		46,464.					18,037.	
		11,171.088 SHS FIDELITY HIGH INCOME PROPERTY TYPE: SECURITIES				P	VAR	07/12/2011
101,322.		102,543.					-1,221.	
		500 SHS GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	VAR	07/14/2011
66,194.		59,150.					7,044.	
		1,000 SHS SPDR S&P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	VAR	07/14/2011
132,823.		130,524.					2,299.	
		500 SHS PROSHARES ULTRASHORT LEHMAN BROS PROPERTY TYPE: SECURITIES				P	VAR	07/20/2011
16,472.		22,928.					-6,456.	
		500 SHS PROSHARES ULTRASHORT LEHMAN BROS PROPERTY TYPE: SECURITIES				P	VAR	07/26/2011
16,687.		22,915.					-6,228.	
		1,000 SHS PROSHARES ULTRASHORT LEHMAN BR PROPERTY TYPE: SECURITIES				P	VAR	08/18/2011
26,783.		49,987.					-23,204.	
		1,000 SHS SPDR S&P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	VAR	VAR
112,919.		132,001.					-19,082.	
		500 SHS GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	VAR	08/25/2011
55,636.		61,558.					-5,922.	
TOTAL GAIN(LOSS)							253,382.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STONE STREET FUND 1998, LP	11.	11.
BRIDGE STREET FUND 2000, LP	498.	498.
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND	8,278.	8,278.
GS DIRECT INVESTMENT FUND 2000, LP	947.	947.
BS SPECIAL OPPORTUNITY FUND 2000, LP	465.	465.
GS VINTAGE II EMPLOYEE FUND, LP	2,713.	2,713.
BS PEP TECHNOLOGY FUND 2000, LP	1,277.	1,277.
MANAGING DIRECTOR INVESTMENT FUND I, LP	3.	3.
GS A/C #040-35309-6	10.	10.
MCP SUPPLEMENTAL FUND LP	5,878.	5,878.
FIDELITY A/C # 1444	7,893.	7,893.
TOTAL	27,973.	27,973.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRIDGE STREET FUND 2000, LP	-123.	-123.
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND	3,271.	4,227.
BS SPECIAL OPPORTUNITY FUND 2000	-84.	-84.
GS VINTAGE II EMPLOYEE FUND, LP	-633.	-516.
BS PEP TECHNOLOGY FUND 2000, LP	-495.	-495.
GS DIRECT INVESTMENT FUND 2000, LP	382.	202.
MCP SUPPLEMENTAL FUND LP	127.	127.
TSC GLOBAL, LLC	-2,009.	-2,009.
2009 TAX OVERPAYMENT	3,750.	
TOTALS	4,186.	1,329.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	963.	963.
2009 TAX OVERPAYMENT	3,750.	
TOTALS	4,713.	963.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE	204.	204.
STONE STREET FUND 1998, LP	121.	121.
BRIDGE STREET FUND 2000, LP	645.	645.
GS CAPITAL PARTNERS 2000 E. FD	923.	921.
GS DIRECT INVESTMENT FUND 2000	165.	165.
BS SPECIAL OPPORTUNITY FUND	1,522.	1,522.
MANAGING DIRECTOR INVEST. FUND	38.	38.
GS VINTAGE II EMPLOYEE FUND LP	1,662.	1,567.
BS PEP TECHNOLOGY FUND 2000 LP	3,098.	3,098.
MCP SUPPLEMENTAL FUND LP	3,984.	3,984.
TSC GLOBAL LLC	2.	2.
MISCELLANEOUS BANK FEES	22.	22.
TOTALS	12,386.	12,289.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	BOYS AND GIRLS CLUBS OF KING COUNTY	
BEGINNING BALANCE DUE		0.
ENDING BALANCE DUE		225,000.
ENDING FAIR MARKET VALUE		225,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	0.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	225,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	225,000.

THE HILLENBRAND FAMILY FOUNDATION 13-4050660

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS TRUST - FIN SQUARE FEDERAL	26,438.	26,438.
TOTALS	26,438.	26,438.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
XANTHOS INVESTMENT PARTNERS	333,333.	857,252.
BS PEP TECH FUND 2000, LP	9,563.	9,428.
GS VINTAGE II EMPLOYEE FUND,LP	121,131.	94,023.
MANAGING DIRECTOR INV FD I, LP	3,039.	808.
STONE STREET FUND 1998, LP	0.	0.
GS CAP PTNRS 2000 EMP FD, LP	390,129.	286,043.
BS SPECIAL OPPOR FD 2000, LLC	110,878.	92,099.
GS DIRECT INVEST. FD 2000, LP	-1,263.	49,526.
BS FUND 2000, LP	50,551.	44,135.
MED AVANTE	99,999.	99,999.
MCP SUPPLEMENTAL FUND LP	292,114.	330,400.
BLUE ORCHID	500,000.	515,967.
ALTAIR STARS FUND LIMITED HLDG	33,321.	25,389.
AWREY BAKERIES LLC - OPTION	0.	46,113.
HESS INDUSTRIES INC - WARRANT	0.	463,308.
BARJAIN, LLC	0.	248,609.
TSC GLOBAL LLC	-14,805.	9,813.
TOTALS	1,927,990.	3,172,912.

THE HILLENBRAND FAMILY FOUNDATION 13-4050660

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL R. HILLENBRAND P.O. BOX 3549 NAPLES, FL 34106	TRUSTEE VARIOUS	0.	0.	0.
CAROL HILLENBRAND P.O. BOX 3549 NAPLES, FL 34106	TRUSTEE VARIOUS	0.	0.	0.
JUSTIN HILLENBRAND C/O MICHAEL R. HILLENBRAND P.O. BOX 3549 NAPLES, FL 34106	TRUSTEE VARIOUS	0.	0.	0.
MOLLY VERNON C/O MICHAEL R. HILLENBRAND P.O. BOX 3549 NAPLES, FL 34106	TRUSTEE VARIOUS	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FEDERAL FOOTNOTES

PART XIII, LINE 4C: THE FOUNDATION HEREBY ELECTS, PURSUANT TO REG. SEC 53.4942(A)-3(D)(2), TO APPLY ALL OF THE 2010 QUALIFYING DISTRIBUTIONS TO CORPUS.

Form **8868** (Rev January 2012) 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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE HILLENBRAND FAMILY FOUNDATION C/O MICHAEL R. HILLENBRAND	Employer identification number (EIN) or [X] 13-4050660
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 149 10TH AVENUE SOUTH	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NAPLES, FL 34102	

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	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MICHAEL R. HILLENBRAND

Telephone No. ▶ 239 434-7916 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 05/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 10/01 , 20 10 , and ending 09/30 , 20 11 .

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**	$ 3,750.
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**	$ 3,750.
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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2012)

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

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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE HILLENBRAND FAMILY FOUNDATION C/O MICHAEL R. HILLENBRAND	Employer identification number (EIN) or [X] 13-4050660
	Number, street, and room or suite no. If a P O. box, see instructions. 149 10TH AVENUE SOUTH	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NAPLES, FL 34102	

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	[redacted]	
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ▶ MICHAEL R. HILLENBRAND
  Telephone No. ▶ 239 434-7916 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 08/15 , 20 12 .

5 For calendar year ______ , or other tax year beginning 10/01 , 20 10 , and ending 09/30 , 20 11 .

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
ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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	$ 3,750.
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	$ 3,750.
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 must be completed for Part II only.

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 ▶ [illegible] Title ▶ CPA Date ▶ 5/11/12

JSA
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