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

OMB No 1545 0052

2010Department of the Treasury
Internal Revenue Service

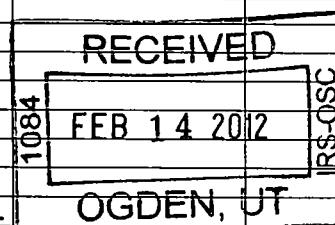
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning Oct 1, 2010, and ending Sep 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 Batt Family Foundation		A Employer identification number 31-1191154
Number and street (or P O box number if mail is not delivered to street address) 8115 Morningside Drive		B Telephone number (see the instructions) (317) 253-8110
City or town Indianapolis	State ZIP code IN 46240	C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,326,763.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	17.	17.		
	4 Dividends and interest from securities	45,124.	45,124.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	4,400.			
	b Gross sales price for all assets on line 6a	583,480.			
	7 Capital gain net income (from Part IV, line 2)		4,400.		
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	49,541.	49,541.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	0.			
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
17 Interest					
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	767.	767.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
Bank service charge	3.	3.			
24 Total operating and administrative expenses. Add lines 13 through 23	770.	770.			
25 Contributions, gifts, grants paid	68,250.			68,250.	
26 Total expenses and disbursements. Add lines 24 and 25	69,020.	770.		68,250.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-19,479.				
b Net investment income (if negative, enter -0-)		48,771.			
c Adjusted net income (if negative, enter -0-)					



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash – non-interest-bearing	1,200.	1,123.	1,123.
	2 Savings and temporary cash investments	98,713.	39,155.	39,155.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule) L-10a Stmt	146,320.	64,565.	79,373.
	b Investments – corporate stock (attach schedule) L-10b Stmt	353,908.	655,087.	700,004.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	694,443.	514,800.	505,908.
LIABILITIES	11 Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)	382.	1,200.	1,200.
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	1,294,966.	1,275,930.	1,326,763.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
NET ASSETS OR FUND BALANCES	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
NET ASSETS OR FUND BALANCES	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,294,966.	1,275,930.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	1,294,966.	1,275,930.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,294,966.	1,275,930.	

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	1,294,966.
2	Enter amount from Part I, line 27a	2	-19,479.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Other Increases Stmt	3	443.
4	Add lines 1, 2, and 3	4	1,275,930.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,275,930.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	FHLMC 3417 CB	P	03/16/10	various
b	FHLMC 2650 DA	P	03/22/10	various
c	FHLMC 3003 CU	P	03/25/10	various
d	FHLMC 3014 LG	P	03/25/10	various
e	See Columns (a) thru (d)			

(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 8,875.		8,881.	-6.
b 4,125.		4,126.	-1.
c 38,923.		38,923.	0.
d 2,042.		2,044.	-2.
e See Columns (e) thru (h)		525,106.	4,409.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			-6.
b			-1.
c			0.
d			-2.
e See Columns (i) thru (l)			4,409.

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	4,400.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		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 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 (column (b) divided by column (c))
2009	62,262.	1,355,590.	0.045930
2008	62,839.	1,242,276.	0.050584
2007	54,450.	1,356,579.	0.040138
2006	45,600.	1,113,885.	0.040938
2005	42,800.	999,758.	0.042810

2 Total of line 1, column (d)	2	0.220400
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	0.044080
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,418,634.
5 Multiply line 4 by line 3	5	62,533.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	488.
7 Add lines 5 and 6	7	63,021.
8 Enter qualifying distributions from Part XII, line 4	8	68,250.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	488.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	488.
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	488.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	150.	
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	150.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	338.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>IN - Indiana</u>		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>William G. Batt</u> Telephone no <u>(317) 253-8110</u> Located at <u>8115 Morningside Drive, Indianapolis, IN</u> ZIP + 4 <u>46240</u>			
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 <u>15</u>			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

☐ 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

If 'Yes' to 6b, file Form 8870

X

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?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
William G. Batt 8115 Morningside Drive Indianapolis IN 46240	Trustee 2.00	0.	0.	0.
Martha Susan Batt 8115 Morningside Drive Indianapolis IN 46240 Indianapolis, IN 46240	Trustee 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				
0				
0				
0				

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

None

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 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 N/A	
2	0.
3	
4	

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

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

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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	1,263,787.
b Average of monthly cash balances	1b	176,451.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,440,238.
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	
3 Subtract line 2 from line 1d	3	1,440,238.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	21,604.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,418,634.
6 Minimum investment return. Enter 5% of line 5	6	70,932.

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	70,932.
2a Tax on investment income for 2010 from Part VI, line 5	2a	488.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	488.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	70,444.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	70,444.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	70,444.

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	68,250.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	68,250.
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 instructions)	5	488.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	67,762.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				70,444.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			65,509.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2010				
a From 2005	0.			
b From 2006	0.			
c From 2007	0.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 68,250.				
a Applied to 2009, but not more than line 2a			65,509.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				2,741.
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				
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 instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				67,703.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006	0.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	0.			
e Excess from 2010	0.			

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					N/A	
b Check box to indicate whether the foundation is a private operating foundation described in section					<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)	
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	Tax year	Prior 3 years			(e) Total	
	(a) 2010	(b) 2009	(c) 2008	(d) 2007		
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 organization had \$5,000 or more in assets at any time during the year — see 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))

William G. Batt

- 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

- 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				
Tabernacle Pres Church 418 E. 34th Street Indianapolis, IN 46205		religious	project fund and GOS	4,100.
First Friends Church 3030 E. Kessler Blvd Indianapolis IN 46220		religious	G.O.S. (General Operating Support)	600.
Rotary Foundation of Indpls., Inc 401 E. Michigan St, #A Indianapolis IN 46204		public	project fund	5,500.
Indianapolis Children's Choir 600 Sunset Ave Indianapolis IN 46208		public	G.O.S.	7,000.
Park Tudor Foundation, Inc 7200 N. Colleg Ave Indianapolis, IN 46240		education	G.O.S.	1,000.
Campus Crusade for Christ P.O. Box 628222 Orlando FL 32862		public	project funds	5,100.
Booth Tarkington Civic Theatre Indpls Inc 3 Center Green, #200 Carmel IN 46032		public	G.O.S.	500.
Wheaton College 501 College Avenue Wheaton IL 60187		education	G.O.S. & capital campaign	5,000.
Interlochen Ctr for the Arts P.O. Box 199 Interlochen MI 49643		education	G.O.S.	1,000.
See Line 3a statement				38,450.
Total			3a	68,250.
b Approved for future payment				
None				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17.	
4 Dividends and interest from securities			14	45,124.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,400.	
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)				49,541.	
13 Total. Add line 12, columns (b), (d), and (e)				13	49,541.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
IRS 2009 tax due	176.	176.		
IRS 2010 Estimated pd	591.	591.		

Total 767. 767.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Adjustment for rounding	2.
tax refund	441.

Total 443.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
FNMA 03-43 PD	P	04/28/04	various
FHLMC 2976KZ	P	03/22/10	various
FHLMC 2991 AA	P	03/22/10	various
525 Cabot Oil & Gas	P	01/19/11	04/26/11
2400 Frontier Comms Corp	P	04/28/11	08/05/11
0.5 Marathon Petroleum	P	01/19/11	06/30/11
\$29000 Dow Chemical, 12-15-14	P	08/06/10	06/15/11
\$30000 Simom Property 03-15-13	P	04/10/10	01/24/11
\$20000 Simon Property 09-01-11	P	04/01/10	01/24/11
\$50000 American Exp 05-20-11	P	05/13/09	05/20/11
\$39000 Compass Bank 06-13-11	P	06/03/09	08/13/11
\$50000 First Chicago 06-17-11	P	06/03/09	06/17/11
1000 Marsh & McLennan	D	various	04/26/11
600 Harmony Gold	P	12/08/03	01/19/11
400 Eli Lilly	D	01/11/89	01/19/11
\$30,000 Capmark Bank 02-18-11	P	05/14/09	02/18/11
\$35,000 Independent Bk 03-16-11	P	05/14/09	03/16/11
\$30,000 Weyerhaeuser 03-15-12	P	04/01/10	06/02/11
\$10000 Comcast Corp NOte	P	05/13/09	11/15/10
\$25000 Midfirst Bank	P	11/19/07	12/08/10
\$25000 National Rural Util	P	05/13/09	10/15/10
\$20000 Sara Lee	P	05/13/09	10/08/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
15,532.		15,536.	-4.
3,151.		3,151.	0.
9,000.		9,094.	-94.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (h)

(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)
28,273.		20,414.	7,859.
15,820.		20,145.	-4,325.
21.		17.	4.
29,000.		29,333.	-333.
31,968.		32,044.	-76.
20,284.		20,805.	-521.
50,000.		50,000.	0.
39,000.		39,000.	0.
50,000.		50,000.	0.
29,200.		31,810.	-2,610.
6,587.		9,503.	-2,916.
13,617.		4,619.	8,998.
30,000.		30,105.	-105.
35,000.		35,971.	-971.
31,484.		32,525.	-1,041.
10,000.		10,418.	-418.
35,000.		34,090.	910.
25,500.		25,242.	258.
21,078.		21,284.	-206.
Total		525,106.	4,409.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-4.
			0.
			-94.
			7,859.
			-4,325.
			4.
			-333.
			-76.
			-521.
			0.
			0.
			0.
			-2,610.
			-2,916.
			8,998.
			-105.
			-971.
			-1,041.
			-418.
			910.
			258.
			-206.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (i) thru (l)

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

(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
Total			<u>4,409.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Bible Study Fellowship Intl 19001 Huebner Road San Antonio TX 78258		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Indpls Symphony Orchestra 32 E. Washington St, #600 Indianapolis IN 46204		public	project fund	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
The Rotary Foundation 1560 Sherman Ave Evanston IL 60201		public	G.O.S. & project fund	Person or <input type="checkbox"/> Business <input type="checkbox"/> 4,100.
Pres Benjamin Harrison Home 1230 N. Delaware St Indianapolis IN 46202		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
The Navigators P.O. Box 6000 Colorado Springs CO 80934		public	project funds	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,000.
Christian Resource Ministries 1240 N. Lakeview Ave, #120 Anaheim CA 92807		public	project funds	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,200.
Buck Creek Players 11150 Southeastern Ave Indianapolis IN 46259		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 300.
Billy Graham Evangelistic Assoc 1 Billy Graham Parkway Charlotte NC 28201		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Dartmouth College - Tuck School 6066 Development Office Hanover NH 03755		education	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,500.
Dartmouth College -- Thayer School 6066 Development Office Hanover NH 03755		education	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Innerlight Ministries 1932 Crossman Drive Indianapolis, IN 46227		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Jerusalem University College 4249 E. State St, #203 Rockford IL 61108		education	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
O.M.S. International P.O. Box A Greenwood IN 46142		public	project funds	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Martin University P.O. Box 18567 Indianapolis IN 46218		education	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Pure Water for The World P.O. Box 55 Rutland VT 05702		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
East 91st Street Christian Church 6049 East 91st Street Indianapolis IN 46250		religious	G.O.S. & project funds	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,600.
Pioneers 10123 William Carey Dr Orlando FL 32832		public	project fund	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Kids In Need 3077 Kettering Blvd, #114 Dayton OH 45439		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 200.
Conner Prairie Museum 13400 Allisonville Road Fishers IN 46038		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
SAT - 7 P.O. Box 2770 Easton MD 21601		public	Project Fund	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,000.
Alliance Defense Fund 15100 N. 90th St Scottsdale AZ 85260		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,500.
Media Research Center 325 S. Patrick St Alexandria VA 22314		public	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
Dst 6560 World Comm Serv Fnd 15251 Charbono St Fishers IN 46037		public	project funds	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Christ Church Apostolic Grandview Dr Indianapolis IN		religious	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Church at the Crossing 9111 Haverstick Rd Indianapolis IN 46240		religious	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Taylor University Upland IN		education	G.O.S.	Person or <input type="checkbox"/> Business <input type="checkbox"/> 50.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Geo W Bush Presidential Ctr</u>				Person or <input type="checkbox"/>
<u>P.O. Box 600610</u>				Business <input type="checkbox"/>
<u>Dallas TX 75360</u>		public	G.O.S.	1,000.
<u>Society of Indiana Pioneers</u>				Person or <input type="checkbox"/>
<u>140 N. Senate Ave</u>				Business <input type="checkbox"/>
<u>Indianapolis IN 46204</u>		public	G.O.S.	500.
<u>Middle East Concern - USA, Inc</u>			project fund	Person or <input type="checkbox"/>
<u>P.O. Box 5389</u>				Business <input type="checkbox"/>
<u>Indianapolis IN 46253</u>		public		1,000.
<u>United Services Organization</u>				Person or <input type="checkbox"/>
<u>P.O. Box 96860</u>				Business <input type="checkbox"/>
<u>Washington DC 20077</u>		public	G.O.S.	500.
<u>Resource Exchange Intl, Inc</u>				Person or <input type="checkbox"/>
<u>5446 N Academy Blvd, #202</u>				Business <input type="checkbox"/>
<u>Colorado Springs CO 80918</u>		public	project fund	2,000.

Total

38,450.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
None		0.			

Total

0.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
<u>\$13,000 FHLMC 2650DA</u>			545.	477.
<u>\$79,000 FHLC 2976 KZ</u>			28,546.	30,833.
<u>\$45,000 FHLMC 3003CU</u>			2,792.	2,336.
<u>\$100,000 FNMA 05-97DZ</u>			32,682.	45,727.
Total			<u>64,565.</u>	<u>79,373.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
400 CORTS-Ford Motor, 7.4% pfd	10,004.	10,080.
200 Barclays Bank PLC 7.10% pfd	5,004.	4,228.
750 Public Storage 7% pfd	18,754.	19,268.
1000 Viacom 6.85% Fixed Rate	25,004.	25,510.
200 Berkshire Hathaway	11,284.	14,208.
450 ATT Inc	12,848.	12,834.
250 Abbott Laboratories	13,215.	12,785.
2500 Central Fund of Canada	13,611.	51,725.
1191 Marsh & McLennan	37,886.	31,621.
200 Martin Marietta	6,246.	12,644.
675 Microsoft	13,224.	16,801.
1150 Pfizer	20,570.	20,332.
2250 Rayonier Inc	35,103.	82,778.
1521 Taiwan Semiconductor	17,417.	17,385.
450 Unilever	11,089.	14,171.
2500 Uranium One	20,671.	4,925.
2500 Vieterra	17,535.	24,425.
300 Transocean Inc New	25,795.	14,322.
700 Briston Myers Squibb	20,192.	21,966.
500 Century Link	20,404.	16,560.
250 Diageo PLC	20,539.	18,983.
350 Emerson Electric	20,556.	14,459.
550 General Mills	20,039.	21,170.
375 Illinois Tool Works	20,907.	15,600.
1100 Intel Corp	23,723.	23,469.
450 JP Morgan Chase	20,058.	13,554.
350 Kimberly Clark	23,049.	24,854.
700 Kraft Foods	23,754.	23,506.
475 Magrathon Old	12,132.	10,250.
237 Marathon Petroleum Corp	8,189.	6,413.
85 Mastercard Inc Class A	20,124.	26,959.
350 Nestle S A ADR	19,517.	19,285.
300 P&G	19,531.	18,954.
3800 Siliconware Precision	23,669.	18,164.
800 Telephone & Data Systems, Special	23,444.	15,816.
Total	655,087.	700,004.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
\$25,000 Am Exp Bk Satl Lake CD, 11-14-11	26,299.	25,112.
\$50,000 Discover Bank DE CD 11-21-11	50,000.	50,143.
\$23,000 Citizens Bank MI CD 2.75%, 12-27-11	24,278.	23,224.
\$50,000 Great Southern Bk MO CD 1-20-12	50,000.	50,333.
Verizon Maryland Inc 6.124%, 3-1-12	25,255.	25,526.
\$7,000 Caterpillar, 4.75%, 5-15-12	7,320.	7,106.
\$20,000 Steel Dynamics, 7.375%, 11-1-12	21,155.	20,450.

Form 990-PF, Page 2, Part II, Line 10c

Continued

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
\$30,000 BankAmerica Corp, 4.875%, 1-15-13	31,640.	29,896.
\$15,000 Merrill Lynch Note 5.45%, 2-5-13	15,999.	14,865.
\$20,000 Fort Motor Credit, 7%, 10-1-13	21,030.	21,002.
\$10,000 Unitedhealth Group, 4.75%, 2-10-14	10,650.	10,795.
\$25000 Goldman Sachs Sr Note 4.75% 7-15-13	26,728.	25,728.
\$20000 Ally Bank Ut CD 8-27-13	20,205.	20,249.
\$8000 Barclays Bank DE CD 11-12-13	8,301.	8,267.
\$20000 Enterprise Bank MO CD 12-30-13	20,875.	20,772.
\$10000 Simon Prop Grp Nt, 4.9%, 1-30-14	10,771.	10,693.
\$19000 Cole Taylor Bk Chicago, CD, 5-12-14	19,556.	19,462.
\$10,000 GE Cap Notes, 5.125%, 7-15-14	10,884.	10,429.
\$40000 JPMorgan Chase Global Sub Hold Co Note, 9-15-14	32,389.	31,595.
\$25000 Southwest Airlines Nt, 5.025%, 10-1-14	27,096.	26,805.
\$25,000 GE Cap Corp Nt, 5.5%, 2-15-15	27,648.	26,997.
\$25000 Simon Prop Group, 5.3%, 5-30-13	26,721.	26,459.
Total	<u>514,800.</u>	<u>505,908.</u>

APPOINTMENT OF TRUSTEES FOR THE
BATT FAMILY FOUNDATION

In accordance with the provisions of Article IV.3 of the Declaration and Agreement of Trust for
the Batt Family Foundation as executed by us as Trustees on the 5th day of December 1986, we
hereby appoint Susan R. Batt of Indianapolis, Indiana and Robert J. Batt of Havertown,
Pennsylvania OR EITHER OF THEM ACTING ALONE, as successor trustees to serve when
requested by either or both of us as current trustees or when neither one of us is willing or able to
serve as trustee(s).

This appointment has been executed by the Trustees in Indianapolis, Indiana this 13th
day of May, 2011.

William G. Batt

Martha Susan Batt
Trustees of the Batt Family Foundation

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

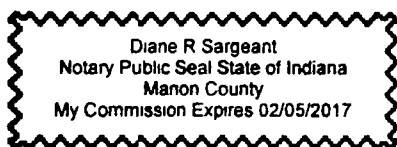
Before me, a Notary Public in and for said County and State, personally appeared
William G. Batt and Martha Susan Batt, who acknowledged the execution of the foregoing
instrument.

Witness my hand and Notarial Seal this 13th day of May, 2011.

Diane R. Sargeant
Notary Public

My Commission Expires:

County of Residence



ACCEPTANCE OF APPOINTMENT
AS SUCCESSOR TRUSTEES OF THE
BATT FAMILY FOUNDATION

We, Susan R. Batt and Robert J. Batt, hereby accept the appointment as successor trustees of the
Batt Family Foundation.

Accepted this 20 day of May, 2011

Susan R. Batt
Susan R. Batt

Accepted this 6 day of JUNE, 2011

Robert J. Batt
Robert J. Batt

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public in and for said County and State, personally appeared Susan
R. Batt who acknowledged the execution of the foregoing instrument.

Witness my hand and Notarial Seal this 20th day of May, 2011.

Shirley J. Sauters
Notary Public
Marion
County of Residence

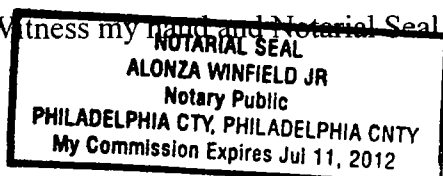
My Commission Expires:

April 7, 2016

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF Philadelphia)

Before me, a Notary Public in and for said County and State, personally appeared Robert
J. Batt who acknowledged the execution of the foregoing instrument.

Witness my hand and Notarial Seal this 6th day of ^{June}~~May~~, 2011.



Alonza Winfield Jr
Notary Public

My Commission Expires:

07-11-2012

Philadelphia
County of Residence