2

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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: THE PAUL W LINGLE FAMILY FOUNDATION	**A** Employer identification number: 26-2062143
Number and street (or P O box number if mail is not delivered to street address): 801 NORTH A STREET — Room/suite:	**B** Telephone number (see instructions): 765-962-1489
City or town, state, and ZIP code: RICHMOND IN 47374	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 19,979 — **J** Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	30,502			
	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	39	39	39	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-322			
	b Gross sales price for all assets on line 6a 30,180				
	7 Capital gain net income (from Part IV, line 2)				
	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)				
	12 **Total.** Add lines 1 through 11	30,219	39	39	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	893			893
	c Other professional fees (attach schedule)	191	191	191	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,084	191	191	893
	25 Contributions, gifts, grants paid	37,925			37,925
	26 **Total expenses and disbursements.** Add lines 24 and 25	39,009	191	191	38,818
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-8,790			
	b **Net investment income** (if negative, enter -0-)				
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
342 MAR 05 2012 IRS-OSC
OGDEN, UT

SCANNED MAR 1 2 2012

u

3

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	23,439	4,621	4,621
	2	Savings and temporary cash investments	5,330	15,358	15,358
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	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)			
	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)			
	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)	28,769	19,979	19,979
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	28,769	19,979	
	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 instructions)	28,769	19,979	
	31	**Total liabilities and net assets/fund balances** (see instructions)	28,769	19,979	

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	28,769
2	Enter amount from Part I, line 27a	2	-8,790
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	19,979
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	19,979

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	120 COLGATE PALMOIVE CO	D	5/2/2011	5/6/2011
b	300 TEXAS INSTRUMENTS INC	D	5/2/2011	5/6/2011
c	100 3M CO	D	5/2/2011	5/6/2011
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	10,131		10,122	9
b	10,386		10,659	-273
c	9,663		9,721	-58
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				9
b				-273
c				-58
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	-322
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 instructions). If (loss), enter -0- in Part I, line 8	3	-322

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 (col (b) divided by col (c))
2010	63,837	8,940	7 140604
2009	69,645	6,680	10.425898
2008	34,918	3,384	10.318558
2007			
2006			

2 **Total** of line 1, column (d)	2	27.885060
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	9 295020
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	26,315
5 Multiply line 4 by line 3	5	244,598
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	244,598
8 Enter qualifying distributions from Part XII, line 4	8	38,818

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1		
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		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5		
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments Add lines 6a through 6d	7		
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		
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ | **Refunded** ▶	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?	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	
4 a	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	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ PAUL W LINGLE Telephone no ▶ 765-962-1489

Located at ▶ 801 NORTH A STREET RICHMOND IN ZIP+4 ▶ 47374

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	3b	N/A	
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 2011?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**	N/A	
	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**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
PAUL W LINGLE 4884 GREENMOUNT PIKE RICHMOND IN 473	TRUSTEE 1.00			

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				
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 instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 TO DEVOTE AND APPLY TRUST PROPERTY AND INCOME TO BE DERIVED THEREFROM EXCLUSIVEI FOR CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES DIRECTLY OR CONTRIBUTIONS TO ORGANIZATIONS WHICH ARE DULY AUTHORIZED TO CARRY ON SUCH PURPO	38,818
2	
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 NONE	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	
b	Average of monthly cash balances	1b	26,716
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	26,716
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	26,716
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	401
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,315
6	**Minimum investment return.** Enter 5% of line 5	6	1,316

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2011 from Part VI, line 5 2a		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	38,818
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	38,818
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	38,818

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

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ► $				
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(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	38,818	63,837	69,645	34,918	207,218
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	38,818	63,837	69,645	34,918	207,218
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets	19,979	28,769	14,017	2,444	65,209
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	19,979	28,769	14,017	2,444	65,209
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	877	298	223	113	1,511
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)	30,502	78,092	81,802	37,779	228,175
(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	30,180	69,589	52,529	37,375	189,673

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 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))

PAUL W LINGLE

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 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*				
AMERICAN LEGION POST 65 109 NORTH 6TH STREET RICHMOND IN 47374		PUBLIC	GENERAL	250
FIRST BAPTIST CHURCH 1601 SOUTH A STREET RICHMOND IN 47374		PUBLIC	GENERAL	250
BOY SCOUT TROOP 114		PUBLIC	GENERAL	150
BOYS & GIRLS CLUBS OF WAYNE COUNTY 1717 SOUTH L STREET RICHMOND IN 47374		PUBLIC	GENERAL	200
CAMP-MAK-A-DREAM		PUBLIC	GENERAL	1,000
AMERICAN CANCER SOCIETY		PUBLIC	GENERAL	50
CHANTICLEER QUARTER/EARLHAM COLLEGE NATIONAL ROAD WEST RICHMOND IN 47374		PUBLIC	GENERAL	150
CIRCLE U HELP CENTER 19 NORTH 13TH STREET RICHMOND IN 47374		PUBLIC	GENERAL	500
CIVIC HALL PERFORMING ARTS CENTER 180 HUB ETCHISON PKWY RICHMOND IN 47374		PUBLIC	GENERAL	500
COMMUNITIES IN SCHOOLS 33 SOUTH 8TH STREET RICHMOND IN 47374		PUBLIC	GENERAL	500
COPE ENVIRONMENTAL CENTER 4910 SHOEMAKER ROAD CENTERVILLE IN 47330		PUBLIC	GENERAL	200
Total . See Attached Statement ▶ 3a				37,925
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	39	
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	-322	
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)				-283	

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

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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) is based on all information of which preparer has any knowledge

Paul W. Lingle 2/24/12 TRUSTEE

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Dawn D. James, CPA	Dawn D. James CPA	1/31/2012		P00715957
Firm's name ▶ Webb & Associates	Joseph W. [illegible], CPA		Firm's EIN ▶ 35-1838992	
Firm's address ▶ 66 South 12th Street, Richmond, IN 47374			Phone no (765) 962-3524	

21

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
THE PAUL W LINGLE FAMILY FOUNDATION	26-2062143

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE PAUL W LINGLE FAMILY FOUNDATION	26-2062143

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PAUL W LINGLE 4884 GREENMOUNT RICHMOND IN 47374 Foreign State or Province Foreign Country	$ 30,502	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE PAUL W LINGLE FAMILY FOUNDATION	26-2062143

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	120 SHARES COLGATE PALMOLIVE CO	$ 10,122	5/6/2011
1	300 SHARES TEXAS INSTRUBMENTS INC	$ 10,659	5/6/2011
1	100 SHARES 3M CO	$ 9,721	5/6/2011
		$	
		$	
		$	

24

Name of organization	Employer identification number
THE PAUL W LINGLE FAMILY FOUNDATION	26-2062143

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
CENTERVILLE-ABINGTON DOLLARS				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 250

Name				
EARLHAM COLLEGE				
Street NATIONAL ROAD WEST				
City RICHMOND	State IN	Zip Code 47374	Foreign Country	
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 480

Name				
EVERY CHILD CAN READ				
Street 33 SOUTH 7TH STREET				
City RICHMOND	State IN	Zip Code 47374	Foreign Country	
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 1,500

Name				
FIRST ENGLISH LUTHERAN CHURCH				
Street 2727 NATIONAL ROAD EAST				
City RICHMOND	State IN	Zip Code 47374	Foreign Country	
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 4,175

Name				
FIRST BAPTIST CHURCH/ORLA				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 50

Name				
FIRST PRESBYTERIAN CHURCH				
Street 100 NORTH 10TH STREET				
City RICHMOND	State IN	Zip Code 47374	Foreign Country	
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 50

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
THE FIRST TEE OF RICHMOND					
Street:					
City: RICHMOND		State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL					Amount: 150

Name					
GIRLS INC					
Street: 121 NORTH 10TH STREET					
City: RICHMOND		State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL					Amount: 100

Name					
IVY TECH FOUNDATION INC					
Street: 2325 CHESTER BLVD					
City: RICHMOND		State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL					Amount: 100

Name					
JOSEPH MALEY FOUNDATION					
Street:					
City:		State:	Zip Code:	Foreign Country:	
Relationship:	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL					Amount: 100

Name					
KIWANIS CLUB OF RICHMOND					
Street:					
City: RICHMOND		State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL					Amount: 50

Name					
LADIES AUXILIARY - VFW POST 1108					
Street: 213 SOUTH 8TH STREET					
City: RICHMOND		State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC				
Purpose of grant/contribution: GENERAL					Amount: 150

n

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name MARIAN UNIVERSITY				
Street				
City		State	Zip Code	Foreign Country
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 150
Name MISSOULA INTERNATIONAL SCHOOL				
Street				
City		State	Zip Code	Foreign Country
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 300
Name NORTH CAROLINA CENTRAL UNIVERSITY				
Street				
City		State	Zip Code	Foreign Country
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 500
Name THE ODYSSEY SCHOOL				
Street				
City		State	Zip Code	Foreign Country
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 1,000
Name RICHMOND COMMUNITY OR				
Street				
City RICHMOND		State IN	Zip Code 47374	Foreign Country
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 250
Name RICHMOND CIVIC THEATRE				
Street 1003 WEST MAIN STREET				
City RICHMOND		State IN	Zip Code 47374	Foreign Country
Relationship	Foundation Status PUBLIC			
Purpose of grant/contribution GENERAL				Amount 700

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
REID HOSPITAL FOUNDATION				
Street: 1100 REID PKWY				
City: RICHMOND	State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC			
Purpose of grant/contribution: GENERAL				Amount: 2,430

Name				
RESTORATION MINISTRIES				
Street:				
City:	State:	Zip Code:	Foreign Country:	
Relationship:	Foundation Status: PUBLIC			
Purpose of grant/contribution: GENERAL				Amount: 1,000

Name				
RICHMOND FIRE DEPARTMENT				
Street:				
City: RICHMOND	State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC			
Purpose of grant/contribution: GENERAL				Amount: 100

Name				
RICHMOND HIGH SCHOOL				
Street: 300 HUB ETCHISON PKWY				
City: RICHMOND	State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC			
Purpose of grant/contribution: GENERAL				Amount: 350

Name				
RHS ALUMNI ASSOCIATION				
Street:				
City: RICHMOND	State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC			
Purpose of grant/contribution: GENERAL				Amount: 50

Name				
RICHMOND ROSE GARDEN				
Street:				
City: RICHMOND	State: IN	Zip Code: 47374	Foreign Country:	
Relationship:	Foundation Status: PUBLIC			
Purpose of grant/contribution: GENERAL				Amount: 100

19

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
RICHMOND SYMPHONY ORCHESTRA
Street
300 HUB ETCHISON PKWY

City	State	Zip Code	Foreign Country
RICHMOND	IN	47374	

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	5,450

Name
S P U.R.
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	25

Name
STARR-GENNETT FOUNDATION
Street
181 FT WAYNE AVENUE

City	State	Zip Code	Foreign Country
RICHMOND	IN	47374	

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	1,500

Name
TOWNSEND COMMUNITY CENTER
Street
855 NORTH 12TH STREET

City	State	Zip Code	Foreign Country
RICHMOND	IN	47374	

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	390

Name
UNITED WAY OF WHITEWATER VALLEY
Street
129 SOUTH 9TH STREET

City	State	Zip Code	Foreign Country
RICHMOND	IN	47374	

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	6,525

Name
VETERANS COUNCIL OF WAYNE COUNTY
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
WAYNE COUNTY VETERANS
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	1,000

Name
WAYNE COUNTY HISTORICAL MUSEUM
Street
1150 NORTH A STREET

City	State	Zip Code	Foreign Country
RICHMOND	IN	47374	

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	150

Name
WAYNE COUNTY FOUNDATION
Street
33 SOUTH 7TH STREET

City	State	Zip Code	Foreign Country
RICHMOND	IN	47374	

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	3,500

Name
WERNLE CHILDREN'S HOME
Street
2000 WERNLE ROAD

City	State	Zip Code	Foreign Country
RICHMOND	IN	47374	

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	250

Name
WESTMINSTER CENTER
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	50

Name
RICHMOND FAMILY YMCA
Street
2023 CHESTER BLVD

City	State	Zip Code	Foreign Country
RICHMOND	IN	47374	

Relationship	Foundation Status
	PUBLIC

Purpose of grant/contribution	Amount
GENERAL	1,150

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	30,180	30,502	-322
Other sales			

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	120 COLGATE PALMOIVE CO				5/2/2011	D	5/6/2011	10,131	10,122	FMV			9
2	X	300 TEXAS INSTRUMENTS IN				5/2/2011	D	5/6/2011	10,386	10,659	FMV			-273
3	X	100 3M CO				5/2/2011	D	5/6/2011	9,663	9,721	FMV			-58
4														
5														
6														
7														
8														
9														
10														

25

Line 16b (990-PF) - Accounting Fees

		893			893
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	WEBB & ASSOCIATES	893			893
2					
3					
4					
5					
6					
7					
8					
9					
10					

26

Line 16c (990-PF) - Other Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		191	191	191	
1	US BANK - TRUST FEES	191	191	191	
2					
3					
4					
5					
6					
7					
8					
9					
10					

27

28

Form 990-PF, Part I, Line 1 - Contributions, Gifts, Grants, Etc. Received

			Total:	30,502
1	STOCK DONATIONS	1		30,502
2		2		
3		3		
4		4		
5		5		

FIRST AMENDMENT TO THE

PAUL W. LINGLE FAMILY FOUNDATION TRUST AGREEMENT

THIS FIRST AMENDMENT TO THE PAUL W. LINGLE FAMILY FOUNDATION TRUST AGREEMENT, entered into by and between PAUL W. LINGLE, Wayne County, Indiana, as the Grantor (hereinafter referred to as the "Grantor"), and PAUL W. LINGLE, as the Trustee (hereinafter referred to as the "Trustee" or "Board of Trustees") on the 13th day of December, 2007 (hereinafter referred to as the "Trust Agreement"), WITNESSES.

WHEREAS, under Articles 8 and 12 of the Trust Agreement, the Trustee is authorized to make certain amendments or modifications to the Trust Agreement; and

WHEREAS, the Trustee desires to amend the Trust Agreement in certain respects and the Grantor is in agreement with such amendments;

NOW, THEREFORE, in consideration of these premises, the Grantor and the Trustee agree that the Trust Agreement is hereby amended, as follows:

ARTICLE I

Article 4 of the Trust Agreement is hereby amended in its entirety to read, as follows:

> "**4. Use of Foundation Assets.** The Board of Trustees, subject to the provisions herein contained, shall distribute from time to time such amounts of income and principal of the assets of the Foundation as the Board of Trustees, in its discretion, may appoint, order, or direct, or as may be required by restricted donations, exclusively for charitable, religious, scientific, literary, or educational purposes, including but not limited to the development, alone or in conjunction with any other organizations enumerated in (a) through (e) of this paragraph, of

programs encouraging and contributing to the active involvement and participation of individuals in charitable, religious, scientific, literary, educational, community and civic projects, and aid and support of (a) churches, conventions and associations of churches, (b) religious institutions or organizations, trusts, funds, foundations and corporations, (c) universities, colleges, schools and other educational institutions, (d) institutions, organizations, trusts, funds, foundations and corporations engaged in the literary, historical, artistic, aesthetic, scholarly, scientific and cultural aspects of education, and (e) institutions, organizations, trusts, funds, foundations and corporations exclusively organized and operated for and engaged in charitable activities; provided, however, after the period Paul W. Lingle is no longer serving as a Trustee, if his wife, Patricia A. Lingle, his two (2) daughters, Julie Lingle Gardner, presently residing in Missoula, Montana, and Laura Lingle Luth, presently residing in Denver, Colorado, or any of his grandchildren shall then be serving as a Trustee, each of them shall have the annual non-cumulative right to designate grants to be made by the Foundation to any other qualified organization described in Section 501(c)(3) of the Code regardless of its geographic location in an amount not to exceed Twenty Thousand Dollars ($20,000), and all other assets of the Foundation shall be expended for projects and activities within Wayne County, Indiana, that fulfill the philanthropic interests and concerns of Paul W. Lingle as exhibited throughout his lifetime. Notwithstanding any other term or provision hereof the contrary, any and all money or other property received by the Foundation from any charitable lead trust created by a Trustee shall be segregated from and shall not be commingled with the other assets of the Foundation. All decisions made and actions taken with regard to the disbursement of such segregated funds shall be by the Trustees (whether current or successor, as the case may be) of the Foundation other than the Trustee creating said charitable lead trust."

ARTICLE II

Article 8 of the Trust Agreement is hereby amended in its entirety to read, as follows:

"**8. Number, Additional and Successor Trustees.** Notwithstanding any other term or provision hereof to the contrary, during the period Paul W. Lingle is serving as a Trustee, he shall have the sole right to: (i) change the number of the Trustees of the Foundation, (ii) appoint the person to fill any vacancy or new newly created position on the Board of Trustees, and (iii) remove any Trustee, with or without cause, all by a written statement delivered by him to any other Trustees. Notwithstanding any other term or provision hereof to the contrary, upon the death, resignation, or inability of Paul W. Lingle, the initial Trustee, to serve in such capacity, the Board of Trustees of the Foundation shall consist of his wife, Patricia A. Lingle, his two (2) daughters, Julie Lingle Gardner and Laura Lingle Luth, the then serving administrative leader of the Wayne County Indiana Foundation, Inc., presently located in Richmond, Indiana (hereinafter referred to as the "Wayne County Foundation"), and the then serving administrative leader of Reid Hospital & Health Care Services Foundation, Inc., presently located in Richmond, Indiana (hereinafter referred to as the "Reid Hospital Foundation"); provided, however, if either the then serving administrative leader of the Wayne County Foundation or the then serving administrative leader of the Reid Hospital Foundation is unable to serve as a Trustee, then the Senior Pastor of First English Lutheran Church, presently located in Richmond, Indiana, shall serve as a successor Trustee; provided, further, upon the death, resignation or inability of Julie Lingle Gardner or Laura Lingle Luth to serve as a Trustee, their respective children who have attained and shall thereafter attain the age of twenty-five (25) years and desire to serve in such capacity shall then be appointed as successor

Trustee(s) and collectively shall have one (1) vote. Subject to the provisions hereof, any vacancy occurring in the Board of Trustees caused by death, removal, resignation, refusal or inability to serve, or otherwise, may be filled by a two-thirds vote of all of the remaining Trustees. The number of Trustees shall at all times be equal to the number of individuals who qualify to serve as the Trustees in accordance with the foregoing provisions; and, in the event of a tie vote among the Trustees, then the vote of the administrative leader of the Reid Hospital Foundation shall control. Any Trustee of the Foundation may resign by delivery of a written statement to the other Trustees. Every Trustee appointed by the Board of Trustees shall have and exercise all of the powers and duties conferred upon the Trustee named in this Trust Agreement. Wherever used in this Trust Agreement and where applicable, the term "Trustee" shall mean and include each Trustee and any successor Trustee."

ARTICLE III

As hereby amended by this First Amendment to the Family Foundation Trust Agreement and not changed in any other respect, all other terms and provisions of the Trust Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, PAUL W. LINGLE, as both the Grantor and the Trustee, has executed this First Amendment to the Paul W. Lingle Family Foundation Trust Agreement on this 29 day of December, 2011.

Paul W. Lingle

Paul W. Lingle
"Grantor" and "Trustee"

1966564_1