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Form 990-PF

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

OMB No 1545-0052

2011

Department 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 2011 or tax year beginning , and ending

Name of foundation

**GIBSON FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

**PO BOX 146**

City or town, state, and ZIP code

**PLYMOUTH IN 46563**

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **1,916,201** (Part I, column (d) must be on cash basis)

J Accounting method

 Cash Accrual Other (specify)

A Employer identification number

**35-1422779**

B Telephone number (see instructions)

**574-936-2122**C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	Revenue				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5	5		
4 Dividends and interest from securities		38,134	38,134		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		43,690			
b Gross sales price for all assets on line 6a		172,758			
7 Capital gain net income (from Part IV, line 2)			37,758		
8 Net short-term capital gain				0	
9 Income modifications					
10a Gross sales less returns & allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		81,829	75,897	0	
13 Compensation of officers, directors, trustees, etc	Operating and Administrative Expenses	0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		1,339	1,339		
c Other professional fees (attach schedule)					
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 (att sch)		4,246	4,246		
24 Total operating and administrative expenses.					
Add lines 13 through 23		5,585	5,585	0	0
25 Contributions, gifts, grants paid		94,800			94,800
26 Total expenses and disbursements. Add lines 24 and 25		100,385	5,585	0	94,800
27 Subtract line 26 from line 12		-18,556			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			70,312		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	21,221	55,841	55,841
	2 Savings and temporary cash investments			
	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 (att. schedule) ►	0		
	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)	Stmt 4	260,717	139,831
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	See Stmt 5	266,157	277,095
	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch.) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	See Statement 6	1,236,741	1,293,513
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch.) ►			
	15 Other assets (describe ►)	)		
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,784,836	1,766,280
	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 ►)	)	0	0
	23 Total liabilities (add lines 17 through 22)			
Liabilities	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted	► <input checked="" type="checkbox"/>		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		1,777,488	1,777,488
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		7,348	-11,208
	30 Total net assets or fund balances (see instructions)		1,784,836	1,766,280
	31 Total liabilities and net assets/fund balances (see instructions)		1,784,836	1,766,280
Net Assets or Fund Balances				

## 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	1,784,836
2 Enter amount from Part I, line 27a	2	-18,556
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,766,280
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	1,766,280

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## 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.)
<b>1a Capital Gain Distribution</b>				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 37,758			37,758	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	37,758	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	37,758
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	

## 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

 Yes  No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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	75,580	1,884,185	0.040113
2009	67,765	1,666,173	0.040671
2008	93,269	1,806,405	0.051632
2007	83,655	1,904,932	0.043915
2006	90,335	1,768,272	0.051087

2 Total of line 1, column (d)

2 0.227418

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 0.045484

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 1,929,769

5 Multiply line 4 by line 3

5 87,774

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 703

7 Add lines 5 and 6

7 88,477

8 Enter qualifying distributions from Part XII, line 4

8 94,800

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1  
Date of ruling or determination letter (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011 6a 2,000

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 2,000

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached 8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 1,297

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 800 Refunded ► 11 497

1	703
2	0
3	703
4	0
5	703
6a	2,000
6b	
6c	
6d	
7	2,000
8	
9	
10	1,297
11	497

## Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities 1c X

c Did the foundation file Form 1120-POL for this year? 2 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 ► \$ \_\_\_\_\_ 3 X

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_ 4a X

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 4b 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 5 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 5 X

b If "Yes," has it filed a tax return on Form 990-T for this year? 6 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 7 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? 8b 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 9 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►  
IN 10 X

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)**

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
14	Website address ► <b>N/A</b>	Telephone no ► <b>574-936-2122</b>	
14	The books are in care of ► <b>KAREN NOLL</b> <b>PO BOX 146</b>	IN	ZIP+4 ► <b>46563</b>
	Located at ► <b>PLYMOUTH</b>	► <b>15</b> <input type="checkbox"/>	
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	16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?  See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>

**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.

1a	During the year did the foundation (either directly or indirectly):	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>N/A</b> ► <input type="checkbox"/>
(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 instructions)?  Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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))	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?  If "Yes," list the years ► <b>20 20 20 20</b>	<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 instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <b>20 20 20 20</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3a	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 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

## 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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	<input checked="" type="checkbox"/>
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	<input checked="" type="checkbox"/>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b

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

## 1 List all officers, directors, trustees, foundation managers and their compensation (see 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
DAVID D GIBSON PO BOX 146	PLYMOUTH IN 46563	PRES/TREAS 8.00	0	0
VIRGINIA L GIBSON PO BOX 146	PLYMOUTH IN 46563	VP/SECRETARY 8.00	0	0
CAMERON S GIBSON PO BOX 146	PLYMOUTH IN 46563	DIRECTOR 4.00	0	0
GAYLE M ECK PO BOX 146	PLYMOUTH IN 46563	DIRECTOR 4.00	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				

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

► 0

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

<b>1 CIVIC CONTRIBUTIONS</b>	<b>46,950</b>
<b>2 EDUCATIONAL CONTRIBUTIONS</b>	<b>33,200</b>
<b>3 EDUCATIONAL SCHOLARSHIPS</b>	<b>8,650</b>
<b>4 RELIGIOUS CONTRIBUTIONS</b>	<b>6,000</b>

**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

<b>1 N/A</b>	
<b>2</b>	
<b>3</b>	

All other program-related investments. See instructions

<b>Total. Add lines 1 through 3</b>	►
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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	1,920,429
b	Average of monthly cash balances	1b	38,727
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,959,156
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,959,156
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	29,387
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,929,769
6	Minimum investment return. Enter 5% of line 5	6	96,488

**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	96,488
2a	Tax on investment income for 2011 from Part VI, line 5	2a	703
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	703
3	Distributable amount before adjustments Subtract line 2c from line 1	3	95,785
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	95,785
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	95,785

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	94,800
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	94,800
b	Cash distribution test (attach the required schedule)	5	703
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	94,097
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				95,785
2 Undistributed income, if any, as of the end of 2011			10,033	
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 ► \$ 94,800			10,033	
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				84,767
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				11,018
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				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				►			
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)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities							
	Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon							
a	"Assets" alternative test—enter							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	"Support" alternative test—enter							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

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

## 1 Information Regarding Foundation Managers:

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

N/A

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

N/A

## 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

KAREN NOLL 574-936-2122

PO BOX 146 PLYMOUTH IN 46563

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

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c Any submission deadlines

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

N/A

## Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Statement 7				94,800
Total			► 3a	94,800
b Approved for future payment N/A				
Total			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) 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				14	5
4 Dividends and interest from securities				14	38,134
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					43,690
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)		0		38,139	43,690
13 Total. Add line 12, columns (b), (d), and (e)				13	81,829

(See worksheet in line 13 instructions to verify calculations )

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



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### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired		Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Price		Sale Price	Received				
VANGUARD GNMA FUND	7929-104 SH	2/25/11	\$ 85,000		Purchase		\$ 82,218	\$	\$	\$ 2,782
VANGUARD GNMA FUND	4512-635 SH				Purchase		\$ 50,000	\$ 46,850		\$ 3,150
Total		10/12/11	\$ 135,000				\$ 129,068	\$ 0	\$ 0	\$ 5,932

### Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment		Adjusted Net	Charitable Purpose
		\$ 1,339	\$ 1,339		
ACCOUNTING FEES	\$ 1,339	\$ 1,339	\$ 1,339	\$ 0	\$ 0
Total					

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
INSURANCE	1,100	1,100		
SAFE DEPOSIT RENTAL	150	150		
PO BOX RENTAL	35	35		
FEDERAL TAX	113	113		
FEDERAL TAX ESTIMATES	2,000	2,000		
FEDERAL TAX PENALTY	160	160		
SUBSCRIPTIONS	619	619		
PRINTED CHECKS	69	69		
Total	\$ <u><u>4,246</u></u>	\$ <u><u>4,246</u></u>	\$ <u><u>0</u></u>	\$ <u><u>0</u></u>

**Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
VANGUARD GNMA ADMIRAL FUND	\$ 260,717	\$ 139,831	Cost	\$ 148,895
Total	\$ 260,717	\$ 139,831		\$ 148,895

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
VANGUARD BOND MARKET INDEX (ADMIRAL)	\$ 266,157	\$ 277,095	Cost	\$ 306,235
Total	\$ 266,157	\$ 277,095		\$ 306,235

**Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
TIFF INVESTMENT FUND	\$ 1,236,741	\$ 1,293,513	Cost	\$ 1,405,230
Total	\$ 1,236,741	\$ 1,293,513		\$ 1,405,230

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

Description

APPLICANTS CAN REQUEST APPLICATION FORM

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

Description

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## Federal Statements

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### Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
ADAMS STREET MINISTRIES PLYMOUTH IN 46563	PO BOX 104			CIVIC	200
ALZHEIMERS SERVICES SOUTH BEND IN 46617	922 E COLFAX AVE			CIVIC	250
ANCILLA COLLEGE DONALDSON IN 46513	PO BOX 1			EDUCATION	5,000
ANCILLA COLLEGE DONALDSON IN 46513	PO BOX 1			CIVIC	5,000
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BOYS & GIRLS CLUB OF MARS PLYMOUTH IN 46563	314 E JEFFERSON			CIVIC	500
CASA OF MARSHALL COUNTY PLYMOUTH IN 46563	PO BOX 373			CIVIC	5,000
CRIME STOPPERS SOUTH BEND IN 46601	701 W SAMPLE ST			CIVIC	50
CULVER EDUCATIONAL FDN CULVER IN 46511	1300 ACADEMY RD #153			EDUCATION	250
ENCORE PERFORMING ARTS PLYMOUTH IN 46563	1305 W HARRISON ST			CIVIC	1,000
FRIENDS OF THE LIBRARY PLYMOUTH IN 46563	201 N CENTER ST			CIVIC	2,500
GOSHEN COLLEGE GOSHEN IN 46526	1700 S MAIN ST			SCHOLARSHIP	250
GOSHEN COLLEGE GOSHEN IN 46526	1700 S MAIN ST			SCHOLARSHIP	400
					400

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### Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
HEART AND HANDS INC PLYMOUTH IN 46563	PO BOX 51			CIVIC	250
HEARTLAND ARTISTS GALLERY PLYMOUTH IN 46563	10542 SR 17			CIVIC	200
HEMINGER HOUSE PLYMOUTH IN 46563	PO BOX 4			CIVIC	500
INDIANA UNIVERSITY BLOOMINGTON IN 47405	601 E KIRKWOOD AVE			SCHOLARSHIP	400
INDIANA UNIVERSITY BLOOMINGTON IN 47405	601 E KIRKWOOD AVE			SCHOLARSHIP	400
INDIANA UNIVERSITY BLOOMINGTON IN 47405	601 E KIRKWOOD AVE			SCHOLARSHIP	250
ISU FOUNDATION TERRE HAUTE IN 47809	COLLEGE OF BUSINESS, 922			EDUCATION	1,000
ISU FOUNDATION TERRE HAUTE IN 47809	COLLEGE OF BUSINESS, 922			EDUCATION	500
IU FOUNDATION BLOOMINGTON IN 47402	PO BOX 500			EDUCATION	11,000
IU FOUNDATION BLOOMINGTON IN 47402	PO BOX 500			EDUCATION	5,000
IU FOUNDATION BLOOMINGTON IN 47402	PO BOX 500			EDUCATION	2,600
IUSB SOUTH BEND IN 46634	PO BOX 7111			SCHOLARSHIP	1,500
IUSB SOUTH BEND IN 46634	PO BOX 7111			SCHOLARSHIP	400
IUSB SOUTH BEND IN 46634	PO BOX 7111			SCHOLARSHIP	400
IUSB SOUTH BEND IN 46634	PO BOX 7111			SCHOLARSHIP	400
IUSB SOUTH BEND IN 46634	PO BOX 7111			SCHOLARSHIP	400

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### Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
IUSB	SOUTH BEND IN 46634		PO BOX 7111	SCHOLARSHIP	400
LAKE MAXINKUCKEE ENVIRONM	CULVER IN 46511		PO BOX 187	ENVIRONMENTAL	100
LASALLE COUNCIL BSA	SOUTH BEND IN 46617		1340 SOUTH BEND AVE	CIVIC	1,000
LOVEWAY	MIDDLEBURY IN 46540		54151 CR 33	CIVIC	200
MARSHALL COUNTY HUMANE SO	PLYMOUTH IN 46563		PO BOX 22	CIVIC	250
MARSHALL COUNTY NEIGHBORH	PLYMOUTH IN 46563		402 W GARRO ST	CIVIC	1,000
MARSHALL COUNTY READING	PLYMOUTH IN 46563		1500 LAKE AVENUE	EDUCATION	100
MARSHALL-STARKE DEVELOPM	PLYMOUTH IN 46563		PO BOX 160	CIVIC	250
MEMORIAL HEALTH FDN	SOUTH BEND IN 46601		615 N MICHIGAN ST	CIVIC	500
PLYMOUTH HIGH SCHOOL	PLYMOUTH IN 46563	#1 BIG RED DRIVE	EDUCATION	500	
PLYMOUTH OPTIMIST CLUB	PLYMOUTH IN 46563	PO BOX 337	CIVIC	250	
POTAWATOMI WILDLIFE PARK	TIPPECANOE IN 46570	16998 SR 331	ENVIRONMENTAL	1,000	
PURDUE UNIVERSITY	WEST LAFAYETTE IN 47907	610 PURDUE MALL	SCHOLARSHIP	400	
PURDUE UNIVERSITY	WEST LAFAYETTE IN 47907	610 PURDUE MALL	SCHOLARSHIP	400	
PURDUE UNIVERSITY	WEST LAFAYETTE IN 47907	610 PURDUE MALL	SCHOLARSHIP	300	
PURDUE UNIVERSITY	WEST LAFAYETTE IN 47907	610 PURDUE MALL	SCHOLARSHIP	400	
REINS OF LIFE	SOUTH BEND IN 46619	55200 QUINCE RD	CIVIC	200	

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### Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Address	Purpose	Amount
SIGMA CHI FOUNDATION EVANSTON IL 60201	1714 HINMAN AVE				CIVIC	5,000
ST ELIZABETH'S EPISCOPAL CULVER IN 46511	515 N STATE ST				CIVIC	4,000
ST THOMAS EPISCOPAL CHURC PLYMOUTH IN 46563	PO BOX 421				RELIGIOUS	6,000
ST. JOSEPH'S COLLEGE RENSSELAER IN 47978	PO BOX 971				SCHOLARSHIP	250
ST. JOSEPH'S COLLEGE RENSSELAER IN 47978	PO BOX 971				SCHOLARSHIP	250
THE FOUNDATION OF SJRMC PLYMOUTH IN 46563	PO BOX 670				CIVIC	1,000
THE SALVATION ARMY INDIANAPOLIS IN 46206	PO BOX 984				CIVIC	250
WNIT PUBLIC TELEVISION ELKHART IN 46514	PO BOX 3434				CIVIC	1,000
YELLOW RIVER FESTIVAL PLYMOUTH IN 46563	PO BOX 141				CIVIC	500
COMMUNITY RESOURCE CENTER PLYMOUTH IN 46563	PO BOX 1085				CIVIC	10,000
CULVER BOYS & GIRLS CLUB CULVER IN 46511	PO BOX 44				CIVIC	1,000
CULVER LAKE FEST FIREWORKS CULVER IN 46511	PO BOX 146				CIVIC	100
MARSHALL COUNTY COMMUNITY FDN PLYMOUTH IN 46563	2701 N MICHIGAN ST				CIVIC	1,000
NORTHERN INDIANA CENTER FOR HISTORY 808 W WASHINGTON SOUTH BEND IN 46601					CIVIC	3,500
THE SCHOOL OF INQUIRY - PLYMOUTH UN 1 BIG RED DRIVE PLYMOUTH IN 46563					EDUCATION	5,000
UNITED WAY OF MARSHALL COUNTY PLYMOUTH IN 46563	2701 N MICHIGAN ST				CIVIC	400
IVY TECH COLLEGE SOUTH BEND IN 46601	220 DEAN JOHNSON BLVD				SCHOLARSHIP	300

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**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
Total					<u>94,800</u>