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 , 2011, and ending , 20

Name of foundation
ELBA L AND GENE PORTTEUS BRANIGIN FOUNDATION INC

A Employer identification number
35-1697364

Number and street (or P O box number if mail is not delivered to street address)
111 MONUMENT CIRCLE, SUITE 2700

Room/suite

B Telephone number (see instructions)
317-684-5246

City or town, state, and ZIP code
INDIANAPOLIS IN 46204

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)* ▶ $

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	12	12	0	
	4	Dividends and interest from securities	155,547	155,559	0	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	103,005			
	b	Gross sales price for all assets on line 6a 1,119,295				
	7	Capital gain net income (from Part IV, line 2)		103,005		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)			0	
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	258,564	258,564	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	9,095	4,548	0	4,548
	14	Other employee salaries and wages	0	0	0	0
	15	Pension plans, employee benefits	0	0	0	0
	16a	Legal fees (attach schedule)	22,725	6,825	0	15,900
	b	Accounting fees (attach schedule)	0	0	0	0
	c	Other professional fees (attach schedule)	25,427	25,427	0	0
	17	Interest	0	0	0	0
	18	Taxes (attach schedule) (see instructions)	2,356	2,356	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy	0	0	0	0
	21	Travel, conferences, and meetings	0	0	0	0
	22	Printing and publications	0	0	0	0
	23	Other expenses (attach schedule)	3,705	10	0	3,695
	24	**Total operating and administrative expenses.** Add lines 13 through 23	63,308	39,165	0	24,143
	25	Contributions, gifts, grants paid	220,000			220,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	283,308	39,165	0	244,143
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-24,744			
	b	**Net investment income** (if negative, enter -0-)		219,399		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	0	0
	2	Savings and temporary cash investments	107,337	237,268	237,268
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,330,389	4,176,964	4,295,029
	c	Investments—corporate bonds (attach schedule)	361,219	359,961	358,410
	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)	4,798,945	4,774,193	4,890,707
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)	0	0	
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	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,798,945	4,774,193	
	30	**Total net assets or fund balances** (see instructions)	4,798,945	4,774,193	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,798,945	4,774,193	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,798,945
2	Enter amount from Part I, line 27a	2	-24,744
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,774,201
5	Decreases not included in line 2 (itemize) ▶ Rounding error	5	-8
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,774,193

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
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** 103,005

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

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	245,893	4,893,978	0 050243
2009	257,342	4,480,563	0.057435
2008	334,771	5,666,381	0.059080
2007	207,699	6,541,845	0.031749
2006	297,702	6,161,376	0 048317

2	**Total** of line 1, column (d) . . .	2	0 23999
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	.048798
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . .	4	5,180,329
5	Multiply line 4 by line 3 . . .	5	252,790
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	2,528
7	Add lines 5 and 6 . . .	7	255,318
8	Enter qualifying distributions from Part XII, line 4 . . .	8	244,143

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,388
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	4,388
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	4,388
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 2,915		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 750		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	3,665
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	723
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
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		✓
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		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Indiana			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ NONE

14 The books are in care of ▶ EUGENE L. HENDERSON Telephone no. ▶ 317-684-5246
Located at ▶ 111 MONUMENT CIRCLE, SUITE 2700, INDIANAPOLIS, IN ZIP+4 ▶ 46204

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		✓
	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		✓
	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		✓
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		✓
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		✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		✓
	If "Yes" to 6b, file Form 8870.			
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
SEE STATEMENT 19		9,095	NONE	NONE

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 ▶				NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
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 NONE	
Total. Add lines 1 through 3 ▶	NONE

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	5,164,111
b	Average of monthly cash balances	1b	95,106
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,259,217
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e NONE		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,259,217
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	78,888
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,180,329
6	**Minimum investment return.** Enter 5% of line 5	6	259,016

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	259,016
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,388		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	4,388
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	254,628
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	254,628
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	254,628

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	244,143
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	244,143
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	244,143

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					254,628
2 Undistributed income, if any, as of the end of 2011.					
a Enter amount for 2010 only				213,490	
b Total for prior years 20___,20___,20___			NONE		
3 Excess distributions carryover, if any, to 2011.					
a From 2006	NONE				
b From 2007	NONE				
c From 2008	NONE				
d From 2009	NONE				
e From 2010	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 244,143					
a Applied to 2010, but not more than line 2a				213,490	
b Applied to undistributed income of prior years (Election required—see instructions)			NONE		
c Treated as distributions out of corpus (Election required—see instructions)		NONE			
d Applied to 2011 distributable amount					30,653
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b. Taxable amount—see instructions			NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions				NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					223,975
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9:					
a Excess from 2007	NONE				
b Excess from 2008	NONE				
c Excess from 2009	NONE				
d Excess from 2010	NONE				
e Excess from 2011	NONE				

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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))

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

N/A

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

N/A

c Any submission deadlines:

N/A

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 20				
Total . . . . ▶ **3a**				220,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12	
4 Dividends and interest from securities			14	155,547	
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	103,005	
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)				258,557	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 258,557

(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)
	N/A

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Eugene L Henderson | 8/07/12 | CHAIRMAN OF THE BOARD

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
STEPHEN E DEVOE	Stephen E DeVoe	8/7/12		0302-99177R
Firm's name ▶ STEPHEN E DEVOE 111 MONUMENT CIRCLE, SUITE 2700			Firm's EIN ▶	
Firm's address ▶ INDIANAPOLIS, IN 46204			Phone no	317-684-5246

FORM 990PF, PART IV – CAPITAL GAINS AND LOSSES

PUBLICLY TRADED SECURITIES DESCRIPTION	LONG TERM CAPITAL GAIN	SHORT TERM CAPITAL GAIN	GROSS PROCEEDS
ACCOUNT 3391-7606 STEINBERG	44,690.79	-7,900.25	268,156.47
ACCOUNT 2201-8635 OPENHEIMER	0.00	0.00	0.00
ACCOUNT 2219-2823 PIMCO	0.00	0.00	0.00
ACCOUNT 2254-3371 FIRST	3,781.95	0.00	0.00
ACCOUNT 3695-9645 HORIZON	-23,142.27	-2,738.84	231,053.94
ACCOUNT 5091-9216 DODGE	19,066.65	0.00	150,000.00
ACCOUNT 5466-9172 TIFF	10,142.18	0.00	0.00
ACCOUNT 5756-4683 BOND	-$5,587.98	$547.22	$947,267.35
ACCOUNT 7203-3015 VANGUARD	0.00	0.00	0.00
ACCOUNT 6296-6871 1ST EAGLE	18,851.67	0.00	75,000.00
ACCOUNT 7182-4235 ALLNC BERNS	39,250.39	0.00	50,000.00
ACCOUNT 7841-1466 RS GLOBAL	-227.73	0.00	75,000.00
ACCOUNT 5401-3380 LARGE CAP	2,304.54	0.00	230,085.02
TOTALS:	113,644.04	-10,639.09	1,119,295.43

FORM 990PF, PART I, LINE 16a - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BOSE MCKINNEY & EVANS LLP	22,725.	6,825	NONE	15,900.
TOTALS	22,725.	6,825.	NONE	15,900.

FORM 990PF, PART I, LINE 16c - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISERS FEES	25,427.	25,427	NONE	NONE.
TOTALS	25,427	25,427	NONE	NONE

FORM 990PF, PART I, LINE 18 - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	106.	106.	NONE	NONE
FEDERAL EXCISE TAX	2,250.	2,250.	NONE	NONE
TOTALS	2,356	2,356.	NONE	NONE.

FORM 990PF, PART I, LINE 22 - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOUNDATION ASSOCIATION DUES	695	NONE.	NONE	695
POST OFFICE BOX	96	NONE	NONE	96
SECRETARIAL SERVICES	100	NONE	NONE	100
INSURANCE	2,804	NONE	NONE	2,804
WIRE TRANSFER FEE	10	10	NONE	NONE
TOTALS	3,705	10	NONE	3,695

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
ACCOUNT 3391-7606		281,042	300,679
ACCOUNT 2201-8635		105,380	121,557
ACCOUNT 2219-2823		412,131	386,066
ACCOUNT 2254-3371		155,777	185,892
ACCOUNT 3695-9645		251,822	253,959
ACCOUNT 5091-9216		245,150	191,030
ACCOUNT 5466-9172		411,085	389,023
ACCOUNT 7203-3015		202,058	202,961
ACCOUNT 6296-6871		1,158,347.	1,184,088
ACCOUNT 7182-4235		642,860	741,650
ACCOUNT 7841-1466		107,760	98,783
ACCOUNT 5401-3380		203,548	239,336
	TOTALS	4,176,964	4,295,028

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
3391-7606	281,042	300,679

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN FOUNDATION INC
STEINBERG MANAGED ACCOUNT
ATTN EUGENE HENDERSON

January 1 - December 31, 2011
Account Number IA40 3391-7606

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes Gain/Loss is provided for informational purposes only Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	24,244 71	24,244 71	4 85	0 02%
Total Net Cash Equivalents	**$24,244.71**	**$24,244.71**	**$4.85**	**0.02%**

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ABBOTT LABORATORIES CUSIP 002824100	ABT **Cash**	200	56 2300 11,246 00	51 0572 10,211 43	1,034 57	384 00	3 41%
ALERE INC CUSIP 01449J105	ALR **Cash**	450	23 0900 10,390 50	30 6216 13,779 73	-3,389 23	N/A	N/A
COMPASS MINERALS INTERNATIONAL INC CUSIP 20451N101	CMP **Cash**	170	68 8500 11,704 50	77 8988 13,242 79	-1,538 29	306 00	2 61%
FIDELITY NATIONAL INFORMATION SERVICES INC CUSIP 31620M106	FIS **Cash**	474	26 5900 12,603 66	26 6836 12,648 01	-44 35	94 80	0 75%
GULFMARK OFFSHORE INC CL A NEW CUSIP 402629208	GLF **Cash**	125	42 0100 5,251 25	25 4711 3,183 89	2,067 36	N/A	N/A
HECKMANN CORP CUSIP 422680108	HEK **Cash**	1,350	6 6500 8,977 50	6 0220 8,129 70	847 80	N/A	N/A
HEWLETT-PACKARD COMPANY CUSIP 428236103	HPQ **Cash**	225	25 7600 5,796 00	36 2644 8,159 48	-2,363 48	108 00	1 86%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
HOSPIRA INC CUSIP 441060100	HSP Cash	225	30 3700 6,833 25	37 6211 8,464 75	-1,631 50	N/A	N/A
JARDEN CORP CUSIP 471109108	JAH Cash	275	29 8800 8,217 00	30 5511 8,401 56	-184 56	94 87	1 15%
JOHNSON CONTROLS INC CUSIP 478366107	JCI Cash	325	31 2600 10,159 50	37 5853 12,215 21	-2 055 71	234 00	2 30%
KEPPEL LTD SPONS ADR CUSIP 492051305	KPELY Cash	360	14 2400 5,126 40	10 1865 3,667 13	1,459 27	248 36	4 84%
LABORATORY CORP OF AMER HOLDINGS NEW CUSIP 50540R409	LH Cash	135	85 9700 11,605 95	68 5809 9,258 42	2,347 53	N/A	N/A
LOCKHEED MARTIN CORP CUSIP 539830109	LMT Cash	95	80 9000 7,685 50	70 9614 6,741 33	944 17	380 00	4 94%
MACYS INC CUSIP 55616P104	M Cash	250	32 1800 8,045 00	24 5637 6,140 93	1,904 07	100 00	1 24%
MEDQUIST HOLDINGS INC CUSIP 58506K102	MEDH Cash	425	9 6200 4,088 50	10 9835 4,667 99	-579 49	N/A	N/A
MONSANTO COMPANY NEW CUSIP 61166W101	MON Cash	155	70 0700 10,860 85	60 9267 9,443 64	1,417 21	186 00	1 71%
MONSTER WORLDWIDE INC CUSIP 611742107	MWW Cash	675	7 9300 5,352 75	15 2375 10,285 34	-4,932 59	N/A	N/A
NEUSTAR INC CUSIP 64126X201	NSR Cash	470	34 1700 16,059 90	23 6364 11,109 11	4,950 79	N/A	N/A
NEWS CORP CLASS A CUSIP 65248E104	NWSA Cash	525	17 8400 9,366 00	11 0892 5,821 82	3,544 18	99 75	1 07%
RALCORP HOLDINGS INC NEW CUSIP 751028101	RAH Cash	40	85 5000 3,420 00	54 7008 2,188 03	1,231 97	N/A	N/A
REPUBLIC SERVICES INC CUSIP 760759100	RSG Cash	375	27 5500 10,331 25	29 3573 11,009 00	-677 75	330 00	3 19%
THERMO FISHER SCIENTIFIC INC CUSIP 883556102	TMO Cash	210	44 9700 9,443 70	40 8359 8,575 54	868 16	N/A	N/A
VIASAT INC CUSIP 92552V100	VSAT Cash	50	46 1200 2 306 00	37 6068 1,880 34	425 66	N/A	N/A

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN FOUNDATION INC
STEINBERG MANAGED ACCOUNT
ATTN EUGENE HENDERSON

January 1 - December 31, 2011
Account Number IA40 3391-7606

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
VISTEON CORP NEW CUSIP 92839U206	VC Cash	190	49 9400 9,488 60	69 8849 13,278 13	-3,789 53	N/A	N/A
YAHOO INC CUSIP 984332106	YHOO Cash	625	16 1300 10,081 25	16 0329 10,020 54	60 71	N/A	N/A
ARCH CAPITAL GROUP LTD CUSIP G0450A105	ACGL Cash	505	37 2300 18,801 15	22 6676 11,447 16	7,353 99	N/A	N/A
WARNER CHILCOTT PLC IRELAND A CUSIP G94368100	WCRX Cash	700	15 1300 10,591 00	23 1071 16,175 00	-5,584 00	N/A	N/A
GOLAR LNG LTD CUSIP G9456A100	GLNG Cash	700	44 4500 31,115 00	15 6290 10,940 27	20,174 73	N/A	N/A
WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY CUSIP G96666105	WSH Cash	300	38 8000 11,640 00	35 6790 10,703 69	936 31	312 00	2 68%
PALADIN ENERGY LIMITED CUSIP Q7264T104	PALAF Cash	1,125	1 3766 1,548 67	3 5407 3,983 29	-2,434 62	N/A	N/A
BWIN PARTY DIGITAL ENTMNT PLC CUSIP X0829R103	PYGMF Cash	3,350	2 6000 8,710 00	3 5887 12,022 01	-3,312 01	329 88	3 79%
GOLAR LNG PARTNERS REPSTG LTD PARTNER INT CUSIP Y2745C102	GMLP Cash	125	30 6600 3,832 50	25 9744 3,246 80	585 70	200 00	5 22%
Total Equities			**$300,679.13**	**$281,042.06**	**$19,637.07**	**$3,407.66**	**1.13%**
Total Net Portfolio Assets - Held at Stifel			**$300,679.13**	**$281,042.06**	**$19,637.07**	**$3,407.66**	**1.13%**
Total Net Portfolio Value			**$324,923.84**	**$305,286.77**	**$19,637.07**	**$3,412.51**	**1.05%**

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
2201-8635	105,042	121,557

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN FOUNDATION INC-OPPENHEIMER DEV MKTS - KNALL/COHEN MGD ACCT
ATTN EUGENE HENDERSON

January 1 - December 31, 2011
Account Number IA45 2201-8635

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	1 59	1 59	0 00	0 00%
Total Net Cash Equivalents	**$1.59**	**$1.59**	**$0.00**	

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
OPPENHEIMER DEVELOPING MARKETS FUNDS CLASS Y CUSIP 683974505 *Dividend Option Reinvest*	ODVYX Cash	4,195 971	28 9700 121,557 27	25 1147 105,380 53	40,000 00 81 557 27	16 176 67	600 02	0 49%
Total Mutual Funds			**$121,557.27**	**$105,380.53**		**$16,176.67**	**$600.02**	**0.49%**
Total Net Portfolio Assets - Held at Stifel			**$121,557.27**	**$105,380.53**		**$16,176.67**	**$600.02**	**0.49%**
Total Net Portfolio Value			**$121,558.86**	**$105,382.12**		**$16,176.67**	**$600.02**	**0.49%**

[1] ***Original Investment***: Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

[2] **Cumulative Return:** Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
2219-2823	412,131	386,066

STIFEL NICOLAUS

THE ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION-PIMCO ALL
ASSET - KNALL/COHEN MGD ACCT
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number

IA45 2219-2823

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes Gain/Loss is provided for informational purposes only Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
Total Net Cash Equivalents	**$0.00**	**$0.00**	**$0.00**	

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
PIMCO FUNDS ALL ASSET FUND CL P CUSIP 72201M867 *Dividend Option Reinvest* *Original Cost 412,250 49*	PALPX Cash	33,454 644	11 5400 386,066 59	12 3191 412,131 47	290,519 48 95,547 11	-26,653 18	30,711 36	7 95%
Total Mutual Funds			**$386,066.59**	**$412,131.47**		**-$26,653.18**	**$30,711.36**	**7.95%**
Total Net Portfolio Assets - Held at Stifel			**$386,066.59**	**$412,131.47**		**-$26,653.18**	**$30,711.36**	**7.95%**
Total Net Portfolio Value			**$386,066.59**	**$412,131.47**		**-$26,653.18**	**$30,711.36**	**7.95%**

[1] **Original Investment** Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

[2] **Cumulative Return**· Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your *information only and should not be used for tax purposes*

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
2254-3371	155,777	185,892

STIFEL NICOLAUS

THE ELBA L & GENE PORTTEUS
BRANIGIN FNDTN - OPPENHEIMER
GOLD - KNALL/COHEN MGD ACCT
ATTN EUGENE HENDERSON

January 1 -
December 31 2011
Account Number IA45 2254-3371

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
Total Net Cash Equivalents	**$0.00**	**$0.00**	**$0.00**	

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
SPDR GOLD TRUST GOLD SHARES CUSIP 78463V107	GLD Cash	703	151 9900 / 106,848 97	106 6499 / 74,974 88	31,874 09	N/A	N/A
Total Equities			**$106,848.97**	**$74,974.88**	**$31,874.09**	**$0.00**	**0.00%**

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
OPPENHEIMER GOLD & SPL MINERALS FUND CL Y SHARES CUSIP 683910509 *Dividend Option Reinvest*	OGMYX Cash	2,291 769	34 4900 / 79,043 11	35 2577 / 80,802 58	47,161 19 / 31,881 92	-1,759 52	2,076 34	2 63%
Total Mutual Funds			**$79,043.11**	**~~$80,802.58~~**		**-$1,759.52**	**$2,076.34**	**2.63%**
Total Net Portfolio Assets - Held at Stifel			**$185,892.08**	**~~$155,777.46~~**		**$30,114.57**	**$2,076.34**	**1.12%**
Total Net Portfolio Value			**$185,892.08**	**$155,777.46**		**$30,114.57**	**$2,076.34**	**1.12%**

1 **Original Investment** Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

2 **Cumulative Return** Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
3695-9645	251,822	253,959.

STIFEL NICOLAUS

ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION INC
HORIZON MANAGED ACCOUNT
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number IA40 3695-9645

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current Value	*Cost Basis*	*Estimated Annualized Income*	*Estimated Yield %*
INSURED BANK PROGRAM	7,829 81	7,829 81	1 57	0 02%
Total Net Cash Equivalents	**$7,829.81**	**$7,829.81**	**$1.57**	**0.02%**

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	*Symbol/ Type*	*Quantity*	*Current Price/ Current Value*	*Average Unit Cost/ Cost Basis*	*Unrealized Gain/(-)Loss**	*Estimated Annualized Income*	*Estimated Yield %*
AUTONATION INC CUSIP 05329W102	AN **Cash**	365	36 8700 13,457 55	21 8041 7,958 51	5,499 04	N/A	N/A
AUTOZONE INC CUSIP 053332102	AZO **Cash**	50	324 9700 16,248 50	187 4870 9,374 35	6,874 15	N/A	N/A
BERKSHIRE HATHAWAY INC DE CL B NEW CUSIP 084670702	BRK/B **Cash**	63	76 3000 4,806 90	71 4121 4,498 96	307 94	N/A	N/A
BROOKFIELD ASSET MANAGEMENT INC VOTING SHS CL A CUSIP 112585104	BAM **Cash**	191	27 4800 5,248 68	28 2458 5,394 94	-146 26	99 32	1 89%
CBS CORP NEW CL B CUSIP 124857202	CBS **Cash**	166	27 1400 4,505 24	26 8393 4,455 33	49 91	66 40	1 47%
CBOE HOLDINGS INC CUSIP 12503M108	CBOE **Cash**	111	25 8600 2,870 46	25 0446 2,779 95	90 51	53 28	1 86%
CANADIAN NATURAL RESOURCES LIMITED CUSIP 136385101	CNQ **Cash**	155	37 3700 5,792 35	26 0758 4,041 75	1,750 60	55 80	0 96%

STIFEL NICOLAUS

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
CONTINENTAL RESOURCES INC OKLAHOMA CUSIP 212015101	CLR Cash	71	66 7100 4,736 41	60 6114 4,303 41	433 00	N/A	N/A
DANAHER CORP CUSIP 235851102	DHR Cash	41	47 0400 1,928 64	51 6171 2,116 30	-187 66	4 10	0 21%
DISCOVERY COMMUNICATIONS INC NEW SERIES A CUSIP 25470F104	DISCA Cash	192	40 9700 7,866 24	40 9048 7,853 72	12 52	N/A	N/A
DISH NETWORK CORP CLASS A CUSIP 25470M109	DISH Cash	252	28 4800 7,176 96	29 3584 7,398 32	-221 36	N/A	N/A
ECHOSTAR CORP CLASS A CUSIP 278768106	SATS Cash	163	20 9400 3,413 22	36 2861 5,914 64	-2,501 42	N/A	N/A
EQUITY LIFESTYLE PROPERTIES INC CUSIP 29472R108	ELS Cash	27	66 6900 1,800 63	59 9815 1,619 50	181 13	40 50	2 25%
FAIRFAX FINANCIAL HOLDING PLC SUB VOTING CUSIP 303901102	FRFHF Cash	4	431 2000 1,724 80	377 1300 1,508 52	216 28	40 00	2 32%
FOREST CITY ENTERPRISE CLASS A CUSIP 345550107	FCE/A Cash	351	11 8200 4,148 82	13 9600 4,899 97	-751 15	N/A	N/A
GENERAL GROWTH PPTYS INC NEW CUSIP 370023103	GGP Cash	902	15 0200 13,548 04	12 6748 11,432 63	2,115 41	360 80	2 66%
GOOGLE INC CL A CUSIP 38259P508	GOOG Cash	3	645 9000 1,937 70	588 7900 1,766 37	171 33	N/A	N/A
HOWARD HUGHES CORP CUSIP 44267D107	HHC Cash	244	44 1700 10,777 48	60 2169 14,692 93	-3 915 45	N/A	N/A
JARDINE STRATEGIC HOLDINGS LIMITED BERMUDA ADR CUSIP 471122200	JSHLY Cash	169	54 9200 9,281 48	46 9896 7,941 24	1 340 24	65 57	0 71%
LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP 502441306	LVMUY Cash	60	28 1000 1,686 00	29 8000 1,788 00	-102 00	27 97	1 66%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
LEUCADIA NATIONAL CORP CUSIP 527288104	LUK **Cash**	483	22 7400 10,983 42	41 0124 19,809 00	-8,825 58	120 75	1 10%
LIBERTY MEDIA CORP NEW LIBERTY CAP CL A CUSIP 530322106	LMCA **Cash**	367	78 0500 28,644 35	62 6229 22,982 61	5,661 71	N/A	N/A
LIMITED BRANDS INC CUSIP 532716107	LTD **Cash**	233	40 3500 9,401 55	41 4938 9,668 05	-266 50	186 40	1 98%
M&T BANK CORP CUSIP 55261F104	MTB **Cash**	38	76 3400 2,900 92	81 3976 3,093 11	-192 19	106 40	3 67%
MARKEL CORP CUSIP 570535104	MKL **Cash**	15	414 6700 6,220 05	401 4287 6,021 43	198 62	N/A	N/A
MASTERCARD INC CLASS A CUSIP 57636Q104	MA **Cash**	27	372 8200 10,066 14	210 8467 5,692 86	4 373 28	16 20	0 16%
PENNEY J C COMPANY INC CUSIP 708160106	JCP **Cash**	164	35 1500 5,764 60	37 1909 6,099 30	-334 70	131 20	2 28%
PHILIP MORRIS INTERNATIONAL INC CUSIP 718172109	PM **Cash**	27	78 4800 2,118 96	65 9200 1,779 84	339 12	83 16	3 92%
SCRIPPS NETWORKS INTERACTIVE INC CUSIP 811065101	SNI **Cash**	109	42 4200 4,623 78	40 1459 4,375 90	247 88	43 60	0 94%
SEARS HOLDINGS CORP CUSIP 812350106	SHLD **Cash**	236	31 7800 7,500 08	72 8374 17,189 62	-9,689 54	N/A	N/A
SIGMA ALDRICH CORP CUSIP 826552101	SIAL **Cash**	53	62 4600 3,310 38	40 2798 2,134 83	1,175 55	38 16	1 15%
TOURMALINE OIL CORP CUSIP 89156V106	TRMLF **Cash**	288	26 4815 7,626 67	34 1844 9,845 12	-2,218 48	N/A	N/A
U S GOLD CORP CUSIP 912023207	UXG **Cash**	307	3 3600 1,031 52	6 9787 2,142 46	-1,110 94	N/A	N/A
VIACOM INC CL B NEW CUSIP 92553P201	VIAB **Cash**	224	45 4100 10,171 84	47 2242 10,578 21	-406 37	224 00	2 20%
VORNADO REALTY TRUST CUSIP 929042109 *Original Cost 4,820 29*	VNO **Cash**	60	76 8600 4,611 60	79 4803 4,768 82	-157 22	165 60	3 59%

STIFEL NICOLAUS

ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION INC
HORIZON MANAGED ACCOUNT
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number

IA40 3695-9645

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
WYNN RESORTS LIMITED CUSIP 983134107	WYNN **Cash**	36	110 4900 3,977 64	71 5825 2,576 97	1,400 67	234 00	5 88%
BOLLORE INVESTISSEMENT ACT CUSIP F10659112	BOIVF **Cash**	8	198 1550 1,585 24	231 2425 1,849 94	-264 70	N/A	N/A
RIT CAPITAL PARTNERS PLC CUSIP G75760101	RITPF **Cash**	269	18 7000 5,030 30	20 3110 5,463 67	-433 37	N/A	N/A
HENDERSON LAND DEVELOPMENT COMPANY LIMITED CUSIP Y31476107	HLDVF **Cash**	400	4 9400 1,976 00	5 5431 2,217 24	-241 24	61 68	3 12%
MARKET VECTORS ETF TR GAMING ETF CUSIP 57060U829 *Original Cost 1,797 01*	BJK **Cash**	115	30 0700 3,458 05	15 6000 1,794 00	1,664 05	72 33	2 09%
Total Equities			**$253,959.19**	**$251,822.32**	**$2,136.81**	**$2,297.22**	**0.90%**
Total Net Portfolio Assets - Held at Stifel			**$253,959.19**	**$251,822.32**	**$2,136.81**	**$2,297.22**	**0.90%**
Total Net Portfolio Value			**$261,789.00**	**$259,652.13**	**$2,136.81**	**$2,298.79**	**0.88%**

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

THE ELBA L AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
5091-9216	245,150	191,030

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC - DODGE & COX
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

January 1 - December 31, 2011
Account Number IA45 5091-9216

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	0 04	0 04	0 00	0 02%
Total Net Cash Equivalents	**$0.04**	**$0.04**	**$0.00**	

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
DODGE & COX STOCK FUND CUSIP 256219106 *Dividend Option Reinvest*	DODGX **Cash**	1,879 483	101 6400 191,030 65	130 4352 245,150 69	18,952 22 172,078 43	-54,120 27	2,931 99	1 53%
Total Mutual Funds			**$191,030.65**	**$245,150.69**		**-$54,120.27**	**$2,931.99**	**1.53%**
Total Net Portfolio Assets - Held at Stifel			**$191,030.65**	**$245,150.69**		**-$54,120.27**	**$2,931.99**	**1.53%**
Total Net Portfolio Value			**$191,030.69**	**$245,150.73**		**-$54,120.27**	**$2,931.99**	**1.53%**

[1] **Original Investment**: Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

[2] **Cumulative Return**: Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

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FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
5466-9172	411,085	389,023

TIFF
Four Tower Bridge
200 Barr Harbor Drive Suite 100
West Conshohocken PA 19428

Account Statement
12/01/2011 - 12/31/2011

Member Inquiries: (610) 684-8200
Member Services Fax: (610) 684-8210
Website Inquiries: www tiff org
Registration: ELBA AND GENE PORTTEUS BRANIGIN FOUNDATION
Account Number: 10414

344792 F001 4033 1OZ 1/3 1345
MR. EUGENE HENDERSON
BOSE MCKINNEY & EVANS LLP
111 MONUMENT CIRCLE
SUITE 2700
INDIANAPOLIS, IN 46204

Account Summary - Current Month

Fund Name	Beginning Market Value	Purchases	Redemptions	Distributions	Share Balance	12/31/2011 NAV	Ending Market Value	Average Cost Basis
TIFF MULTI-ASSET FUND	$392 590 15	$0 00	($0 00)	$14 014 60	26 755 413	$14 54	$389,023 71	$413,861 75
Account Total	$392,590 15	$0 00	($0 00)	$14,014 60			$389,023.71	

Distributions may be reinvested or paid in cash at the election of the member See the Transaction History section for information specific to each fund investment

The average cost basis is calculated using the single-category average basis method one of four common methods approved by the IRS It takes into account all purchases and redemptions, including shares acquired through reinvested dividends and capital gains distributions The average cost basis is not reported to the IRS

Numbers may not add to totals due to rounding

Account Summary - YTD

Fund Name	Purchases	Redemptions	Distributions	Dividend Option	Cap Gain Option	Account Inception
TIFF MULTI-ASSET FUND	$0 00	($0 00)	$19,095 54	Reinvest	Reinvest	04/28/2006
Account Total	$0 00	($0 00)	$19,095 54			

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
7203-3015	202,058	202,961

STIFEL NICOLAUS

ELBA AND GENE PORTTEUS
BRANIGIN FOUNDATION INC
VANGUARD DIVIDEND GROWTH ACCT
NON-DISCRETIONARY ADV ACCOUNT

January 1 - December 31, 2011
Account Number IA60 7203-3015

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
DREYFUS TREASURY PRIME	0 02	0 02	0 00	0 00%
INSURED BANK PROGRAM	0 00	0 00	0 00	0 00%
Total Net Cash Equivalents	**$0.02**	**$0.02**	**$0.00**	

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
VANGUARD DIVIDEND GROWTH FUND CUSIP 921908604 *Dividend Option Reinvest*	VDIGX Cash	13,162 217	15 4200 202,961 38	15 3514 202,058 63	200,000 00 2,961 38	902 75	3,909 17	1 93%
Total Mutual Funds			**$202,961.38**	**$202,058.63**		**$902.75**	**$3,909.17**	**1.93%**
Total Net Portfolio Assets - Held at Stifel			**$202,961.38**	**$202,058.63**		**$902.75**	**$3,909.17**	**1.93%**
Total Net Portfolio Value			**$202,961.40**	**$202,058.65**		**$902.75**	**$3,909.17**	**1.93%**

1 **Original Investment**· Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

2 **Cumulative Return**· Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

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THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
6296-6871	1,158,347	1,184,088

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number

IA45 6296-6871

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
Total Net Cash Equivalents	**$0.00**	**$0.00**	**$0.00**	

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
LOOMIS SAYLES FDS II INVT GRADE BOND FD CL Y CUSIP 543487136 *Dividend Option Reinvest*	LSIIX **Cash**	39,472 220	11 9400 471,298 30	11 2421 443,751 27	365,456 83 105,841 47	27,546 83	24,788 55	5 26%
PIMCO FUNDS LOW DURATION FUND CL P CUSIP 72201M669 *Dividend Option Reinvest*	PLDPX **Cash**	59,566 171	10 2900 612,935 89	10 4704 623,679 29	595,000 00 17,935 89	-10,743 55	13,402 38	2 19%
VANGUARD INFLATION PROTECTED SECURITIES FUND INVESTOR SHARES CUSIP 922031869 *Dividend Option Reinvest*	VIPSX **Cash**	7,076 820	14 1100 99,853 93	12 8472 90,917 11	81,900 43 17,953 50	8 936 76	3,729 48	3 73%
Total Mutual Funds			**$1,184,088.12**	**$1,158,347.67**		**$25,740.04**	**$41,920.41**	**3.54%**
Total Net Portfolio Assets - Held at Stifel			**$1,184,088.12**	**$1,158,347.67**		**$25,740.04**	**$41,920.41**	**3.54%**
Total Net Portfolio Value			**$1,184,088.12**	**$1,158,347.67**		**$25,740.04**	**$41,920.41**	**3.54%**

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SNC14 7/09

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
7182-4235	642,860	741,650

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number

IA45 7182-4235

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current Value	*Cost Basis*	*Estimated Annualized Income*	*Estimated Yield %*
INSURED BANK PROGRAM	2 36	2 36	0 00	0 02%
Total Net Cash Equivalents	**$2.36**	**$2.36**	**$0.00**	**0.02%**

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	*Symbol/ Type*	*Quantity*	*Current Price/ Current Value*	*Average Unit Cost/ Cost Basis*	*Original Investment¹/ Cumulative Return²*	*Unrealized Gain/(-)Loss**	*Estimated Annualized Income*	*Estimated Yield %*
Open-End Funds								
IVA FIDUCIARY TRUST IVA INTL FD CLASS I CUSIP 45070A404 *Dividend Option Reinvest*	IVIQX Cash	50,145 383	14 7900 741,650 21	12 8199 642,860 12	552,997 46 188,652 75	98,790 04	3,109 01	0 42%
Total Mutual Funds			**$741,650.21**	**$642,860.12**		**$98,790.04**	**$3,109.01**	**0.42%**
Total Net Portfolio Assets - Held at Stifel			**$741,650.21**	**$642,860.12**		**$98,790.04**	**$3,109.01**	**0.42%**
Total Net Portfolio Value			**$741,652.57**	**$642,862.48**		**$98,790.04**	**$3,109.01**	**0.42%**

[1] **Original Investment:** Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

[2] **Cumulative Return**· Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
7841-1466	107,760	98,783

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION - RS GLOBAL NAT RES
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number

IA45 7841-1466

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes Gain/Loss is provided for informational purposes only Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	0 06	0 06	0 00	0 02%
Total Net Cash Equivalents	**$0.06**	**$0.06**	**$0.00**	

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment¹/ Cumulative Return²	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
RS INVT TRUST GLOBAL NATURAL RES FUND CLASS Y CUSIP 74972H648 *Dividend Option Reinvest*	RSNYX **Cash**	2,814 356	35 1000 98,783 89	N/A Incomplete	N/A N/A	N/A	N/A	N/A
Total Mutual Funds			**$98,783.89**	**$0.00**		**$0.00**	**$0.00**	**0.00%**
Total Net Portfolio Assets - Held at Stifel			**$98,783.89**	**$0.00**		**$0.00**	**$0.00**	**0.00%**
Total Net Portfolio Value			**$98,783.95**	**$0.06**		**$0.00**	**$0.00**	**0.00%**

Shalella
107,760.02

¹ **Original Investment**: Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

² **Cumulative Return** Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic *reinvestment of capital gains and dividends*

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
5401-3380	203,548	239,336

STIFEL NICOLAUS

ELBA & PORTTEUS BRANIGAN FDN
LARGE CAP GROWTH ACCOUNT
ATTN GENE HENDERSON
KNALL/COHEN SOLUTIONS MGD ACCT

January 1 - December 31, 2011
Account Number IA45 5401-3380

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes Gain/Loss is provided for informational purposes only Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	4,001 37	4,001 37	0 00	0 00%
Total Net Cash Equivalents	**$4,001 37**	**$4,001.37**	**$0.00**	

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ISHARES TR RUSSELL 1000 GROWTH INDX FD CUSIP 464287614	IWF Cash	4,141 488	57 7900 239,336 59	49 1486 203,548 22	35,788 37	3,188 94	1 33%
Total Equities			**$239,336.59**	**$203,548.22**	**$35,788.37**	**$3,188.94**	**1.33%**
Total Net Portfolio Assets - Held at Stifel			**$239,336 59**	**$203,548.22**	**$35,788.37**	**$3,188.94**	**1.33%**
Total Net Portfolio Value			**$243,337.96**	**$207,549.59**	**$35,788.37**	**$3,188.94**	**1.31%**

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

FORM 990PF, PART II, LINE 10c - CORPORATE BONDS

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
5756-4683	359,961	358.410

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
NON-DISC ADV ACCT (BONDS)
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number IA71 5756-4683

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes Gain/Loss is provided for informational purposes only Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

NET CASH EQUIVALENTS

	Current Value	Cost Basis	Estimated Annualized Income	Estimated Yield %
DREYFUS TREASURY PRIME	157,560 85	157,560 85	0 00	0 00%
Total Net Cash Equivalents	**$157,560.85**	**$157,560.85**	**$0.00**	

PORTFOLIO ASSETS - HELD AT STIFEL

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
AMERICAN EXPRESS BK FSB SALT LAKE CITY UT CD FDIC ACT/365 SEMI CPN 3 100% DUE 05/21/12 DTD 05/20/09 FC 11/20/09 CUSIP 02580VPV1	**Cash**	35,000	100 9770 " 35,341 95	103 0000 36,050 00	118 90	-708 05	1,085 00	3 07%
GE MONEY BANK SALT LKE CITY UT CTF DEP FDIC ACT/365 SEMI CPN 4 700% DUE 09/18/12 DTD 09/18/08 FC 03/18/09 CUSIP 36159UDB9	**Cash**	12,000	102 9000 " 12,348 00	105 9307 12,711 68	159 16	-363 68	564 00	4 57%
BMW BANK NORTH AMERICA SALT LAKE CITY UT CD FDIC ACT/365 SEMI CPN 4 200% DUE 03/05/13 DTD 03/05/08 FC 09/05/08 CUSIP 05568PFU6	**Cash**	10,000	103 9530 " 10,395 30	105 6352 10,563 52	133 48	-168 22	420 00	4 04%
CIT BANK SALT LAKE CITY UT CD FDIC ACT/365 SEMI CPN 3 100% DUE 03/18/13 DTD 03/18/09 FC 09/18/09 CUSIP 17284P2K0	**Cash**	20,000	102 7570 " 20,551 40	102 9855 20,597 10	174 96	-45 70	620 00	3 02%

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
NON-DISC ADV ACCT (BONDS)
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number

IA71 5756-4683

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
GE CAPITAL FINANCIAL INC HOLLADAY UT CTF DEP FDIC ACT/365 SEMI CPN 2 550% DUE 08/06/13 DTD 08/06/09 FC 02/06/10 CUSIP 36160XHW0	Cash	15,000	102 6410 " 15,396 15	103 0149 15,452 23	153 00	-56 08	382 50	2 48%
WACHOVIA MORTGAGE FSB LAS VEGAS NV CTF DEP FDIC ACT/365 SEMI CPN 5 050% DUE 09/12/13 DTD 09/12/08 FC 03/12/09 CUSIP 929781GT3	Cash	22,000	105 8920 " 23,296 24	108 7496 23,924 92	331 78	-628 68	1,111 00	4 77%
CITIBANK NA LAS VEGAS NV CTF DEP FDIC ACT/365 SEMI CPN 2 700% DUE 10/15/13 DTD 10/14/09 FC 04/14/10 CUSIP 17312QMP1	Cash	30,000	102 7970 " 30,839 10	103 4087 31,022 60	170 88	-183 50	810 00	2 63%
GOLDMAN SACHS BANK USA SALT LK CITY UT CTF DEP FDIC ACT/365 SEMI CPN 4 600% DUE 12/17/13 DTD 12/17/08 FC 06/17/09 CUSIP 381426WK7	Cash	25,000	106 4790 " 26,619 75	108 2830 27,070 75	40 96	-451 00	1,150 00	4 32%
AMERICAN EXPRESS BK FSB SALT LAKE CITY UT CD FDIC ACT/365 SEMI CPN 4 750% DUE 12/24/13 DTD 12/24/08 FC 06/24/09 CUSIP 02580VDA0	Cash	30,000	106 8060 " 32,041 80	108 7744 32,632 33	23 43	-590 53	1,425 00	4 45%
CAPMARK BANK MIDVALE UT CTF DEP FDIC ACT/365 SEMI CPN 3 350% DUE 03/04/14 DTD 03/04/09 FC 09/04/09 CUSIP 140653M60	Cash	20,000	104 3480 " 20,869 60	104 7160 20,943 19	214 77	-73 59	670 00	3 21%

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
NON-DISC ADV ACCT (BONDS)
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number

IA71 5756-4683

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
AMERICAN EXPRESS BK FSB SALT LAKE CITY UT CD FDIC ACT/365 SEMI CPN 3 400% DUE 04/01/14 DTD 04/01/09 FC 10/01/09 CUSIP 02580VKJ3	**Cash**	10,000	104 8980 " 10,489 80	104 8979 10,489 79	83 84	0 01	340 00	3 24%
ALLY BANK MIDVALE UT CTF DEP FDIC ACT/365 SEMI CPN 2 250% DUE 08/13/14 DTD 08/13/10 FC 02/13/11 CUSIP 02004MH22	**Cash**	18,000	102 0130 " 18,362 34	101 1276 18,202 96	154 23	159 38	405 00	2 21%
JPMORGAN CHASE & COMPANY GLOBAL SENIOR NOTE B/E CPN 5 250% DUE 05/01/15 DTD 04/24/03 FC 11/01/03 CUSIP 46625HAX8	S&P A- Moody A1 **Cash**	15,000	105 9010 15,885 15	107 0333 16,055 00	129 06	-169 85	787 50	4 96%
FEDL HOME LOAN MTG CORP MULTICL REMIC 2405 CL JF MONTHLY 14 DAY DELAY CPN 6 000% DUE 01/15/17 DTD 01/01/02 FC 02/15/02 *Remaining Balance $10,061 64* *Original Cost 48,504 74* CUSIP 31339MNY0	**Cash**	50,000	106 1733 10,682 77	107 1733 10,783 39	48 63	-100 62	603 69	5 65%
FEDL HOME LOAN MTG CORP MULTICL REMIC 2399 CL PG MONTHLY 14 DAY DELAY CPN 6 000% DUE 01/15/17 DTD 01/01/02 FC 02/15/02 *Remaining Balance $17 513 84* *Original Cost 77,020 63* CUSIP 31339MSK5	**Cash**	75,000	106 7435 18,694 88	111 5373 19,534 47	84 65	-839 59	1,050 83	5 62%
MCDONALD'S CORP MEDIUM TERM NOTE CPN 5 300% DUE 03/15/17 DTD 03/15/07 FC 09/15/07 CUSIP 58013MEA8	S&P A Moody A2 **Cash**	20,000	118 8850 23,777 00	99 0250 19,805 00	309 17	3,972 00	1,060 00	4 46%

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
NON-DISC ADV ACCT (BONDS)
ATTN EUGENE HENDERSON

January 1 -
December 31, 2011
Account Number IA71 5756-4683

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
FEDL HOME LOAN MTG CORP MULTICL REMIC 1590 CL I MONTHLY 14 DAY DELAY CPN 6 500% DUE 10/15/23 DTD 10/01/93 FC 11/15/93 *Remaining Balance $31,149 95* *Original Cost 101,881 45* CUSIP 3133T1MB5	Moody Aaa	125,000	105 3587	109 5419	163 11	-1 303 06	2,024 74	6 17%
	Cash		32,819 17	34,122 23				
Total Corporate/Government Bonds		**532,000**	**$358,410.40**	**$359,961.16**	**$2,494.01**	**-$1,550.76**	**$14,509.26**	**4.05%**

Principal Protected Notes are subject to the credit risk of the issuer Principal Protected Market Linked CDs are subject to applicable limits

" The price assigned to this instrument may have been provided by a national pricing service and is derived from a 'market-driven pricing model' This price may not be the actual price you would receive in the event of a sale prior to the maturity of the C D Additional information is available upon request

Total Net Portfolio Assets - Held at Stifel	**$358,410.40**	**$359,961.16**	**-$1,550.76**	**$14,509.26**	**4.05%**
Total Net Portfolio Value	**$515,971.25**	**$517,522.01**	**-$1,550.76**	**$14,509.26**	**2.81%**

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

ACTIVITY SUMMARY

Type of Activity	*Activity*	*Year-to-date*
	Opening Balance - Net Cash Equivalents	**$18,794.65**
Buy and Sell Transactions	Assets Bought	-90,121 08
	Assets Sold/Redeemed	66,806 04
Deposits	Deposits Made To Your Account	605,000 00
Withdrawals	Withdrawals From Your Account	-474,170 03
Income and Distributions	Income and Distributions	37,454 89
Margin Interest	Margin Interest Charged	
Other	Other Transactions	-6,203 62
Cash Management Activity	Card Activity	
	ACH/ATM Activity	
Checkwriting Activity	Checks You Wrote	
	Closing Balance - Net Cash Equivalents	**$157,560.85**
Securities Transferred	Securities Transferred In/Out	

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EUGENE L. HENDERSON SUITE 2700 111 MONUMENTS CIRCLE INDIANAPOLIS, IN 46204	CHAIRMAN /DIR 1.0 HOURS	NONE	NONE	NONE
JOHN M. CHIAROTTI P.O BOX 574 GREENWOOD, IN 46162	PRESIDENT/TREAS/DIR 2.0 HOURS	9,095	NONE	NONE
STEPHEN E. DEVOE SUITE 2700 111 MONUMENTS CIRCLE INDIANAPOLIS, IN 46204	SECRETARY/DIR 2.0 HOURS	NONE	NONE	NONE
	TOTALS	9,095	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND RECIPIENT FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
1. Friends of the Greenwood Public Library 310 S. Meridian Street Greenwood, Indiana 46143	N/A §509(a)(1)	Staff Development	$5,000
2. Franklin College of Indiana 101 Branigin Boulevard Franklin, Indiana 46131	N/A §509(a)(1)	Scholarship fund	$100,000
3. Johnson County Community Foundation Dollars for Scholars Greater Johnson County Community Foundation, Inc. P.O. Box 217 Franklin, Indiana 46131	N/A §509(a)(1)	Scholarships	$5,000
4. Franklin Symphonic Council, Inc. Greater Johnson County Community Foundation, Inc. P.O. Box 217 Franklin, Indiana 46131	N/A §509(a)(1)	Public music presentations	$5,000
5. St. Rose of Lima Catholic Church 114 Lancelot Drive Franklin, Indiana 46131	N/A §509(a)(1)	School operation	$10,000
6. Hoosier Art Salon Patrons Association 714 E. 65th Street Indianapolis, Indiana 46220	N/A §509(a)(2)	Innovative projects	$5,000

7. Butler University 4600 Sunset Avenue Indianapolis, Indiana 46208	N/A §509(a)(1)	Scholarship fund endowment	$15,000
8. Johnson County Humane Society 550 E. Jefferson Street Franklin, Indiana 46131	N/A §509(a)(2)	Renovation of usable space	$4,500
9. The Boys and Girls Club of Franklin 101 N. Hurricane Street Franklin, Indiana 46131	N/A §509(a)(1)	Tween/Teen program	$7,500
10. First United Presbyterian Church 100 East Madison Franklin, Indiana 46131	N/A §509(a)(1)	Summer camp/vacation bible school	$3,000
11. Girls Incorporated of Franklin 200 East Madison Franklin, Indiana 46131	N/A §509(a)(1)	General needs of the organization	$8,000
12. Damar Services, Inc. 6324 Kentucky Avenue Camby, Indiana 46113	N/A §509(a)(1)	General operating needs	$5,000
13. Association of Small Foundations 1720 N Street NW Washington, D.C. 20036	N/A §509(a)(2)	Small Foundation support	$500
14. Johnson County Community Foundation, Inc. 398 S. Main Street P.O. Box 217 Franklin, IN 46131-2414	N/A §509(a)(1)	Operating Fund	$5,000
15. Franklin Parks & Recreation Department 396 Branigin Boulevard Franklin, Indiana 46131	N/A §509(a)(1)	Art Show and Fiesta	$3,000

16. Leadership Johnson County 101 Branigin Boulevard Franklin College Franklin, Indiana 46131	N/A §509(a)(1)	Underwrite Annual Report	$6,500
17. Habitat for Humanity 98 South Edwards Street Franklin, Indiana 46131	N/A §509(a)(2)	Home building project	$5,000
18. Indiana Repertory Theatre 140 West Washington Street Indianapolis, Indiana 46204-5277	N/A §509(a)(1)	School orientation program	$4,000
19. United Way of Johnson County 2525 N. Morton Street Franklin, Indiana 46131	N/A §509(a)(2)	General Fund	$5,000
20. Marriage Investors 1876 Northwood Plaza #201 Franklin, Indiana 46131	N/A §509(a)(1)	Family breakdown program	$2,000
21. Indiana Symphony Society 32 E. Washington Street Indianapolis, Indiana 46204	N/A §509(a)(1)	Johnson County youth music programs	$6,000
22. Interchurch Food Pantry 2900 Graham Road, Ste E Franklin, Indiana 46131	N/A §509(a)(1)	General Fund	$5,000
23. Johnson County Community Organizations Active in Disasters P.O. BOX 766 Franklin, Indiana 46131	N/A §509(a)(1)	Unrestricted	$1,000
24. AMBUCS 225 Camden Drive Zionsville, Indiana 46077	N/A §509(a)(1)	Kids with disabilities	$1,000

25. Franklin Community Education Foundation 1021 N. 400 E Franklin, Indiana 46131.	N/A §509(a)(1)	Enhance student academics	$3,000
		TOTAL	$220,000

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . ► ☑
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . ► ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC.	Employer identification number (EIN) or ☑ 35-1697364
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O GENE HENDERSON, 111 MONUMENT CIRCLE, SUITE 2700	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. INDIANAPOLIS, IN 46204	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► STEPHEN E. DEVOE

Telephone No. ► 317-684-5246 FAX No. ► 317-223-0246

- If the organization does not have an office or place of business in the United States, check this box . . . . ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ► ☐ . If it is for part of the group, check this box . . . . ► ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☑ calendar year 20 11 or
► ☐ tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 2285.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 2915.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or ☐
	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶ ______

Telephone No. ▶ ______ FAX No. ▶ ______

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until ______ , 20 ___ .

5 For calendar year ___ , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

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

7 State in detail why you need the extension ______

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Stel E Diller Title ▶ DIRECTOR & ATTORNEY Date ▶ 5/5/2012