Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
MOTHERSHEAD FOUNDATION
C/O JON F. SPADORCIA

A Employer identification number
35-1844375

Number and street (or P O box number if mail is not delivered to street address): ONE AMERICAN SQUARE
Room/suite: 2000

B Telephone number
(317) 633-4884

City or town, state, and ZIP code
INDIANAPOLIS, IN 46282

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: [X] 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)* ▶$ 3,952,923.

J Accounting method: [X] 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).)

		(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	50.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	126,545.	126,545.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	218,500.			
	b Gross sales price for all assets on line 6a 1,920,377.				
	7 Capital gain net income (from Part IV, line 2)		218,500.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	345,095.	345,045.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	42,000.	21,000.		21,000.
	15 Pension plans, employee benefits	14,385.	7,192.		7,193.
	16a Legal fees STMT 2	16,522.	16,522.		0.
	b Accounting fees STMT 3	210.	210.		0.
	c Other professional fees STMT 4	4,244.	4,244.		0.
	17 Interest				
	18 Taxes STMT 5	9,454.	7,820.		1,634.
	19 Depreciation and depletion	266.	0.		
	20 Occupancy	8,100.	4,050.		4,050.
	21 Travel, conferences, and meetings				
	22 Printing and publications	8.	0.		8.
	23 Other expenses STMT 6	4,603.	2,182.		2,421.
	24 **Total operating and administrative expenses** Add lines 13 through 23	99,792.	63,220.		36,306.
	25 Contributions, gifts, grants paid	205,756.			205,756.
	26 **Total expenses and disbursements.** Add lines 24 and 25	305,548.	63,220.		242,062.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	39,547.			
	b **Net investment income** (if negative, enter -0-)		281,825.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions** Form **990-PF** (2011)

15470515 765924 MOTHE60001 2011.03060 MOTHERSHEAD FOUNDATION C/O MOTHE601

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	96,058.	31,231.	31,231.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	2,480,135.	2,124,087.	2,312,767.
	c Investments - corporate bonds STMT 8	1,174,753.	1,640,398.	1,608,381.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 13,278.			
	Less accumulated depreciation STMT 9 ▶ 12,734.	810.	544.	544.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,751,756.	3,796,260.	3,952,923.
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			
	22 Other liabilities (describe ▶ STATEMENT 10)	1,132.	6,089.	
	23 **Total liabilities** (add lines 17 through 22)	1,132.	6,089.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,831,609.	3,831,609.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<80,985.>	<41,438.>	
	30 **Total net assets or fund balances**	3,750,624.	3,790,171.	
	31 **Total liabilities and net assets/fund balances**	3,751,756.	3,796,260.	

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	3,750,624.
2	Enter amount from Part I, line 27a	2	39,547.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,790,171.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,790,171.

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				
b	SEE ATTACHED STATEMENT			
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	1,920,377.		1,701,877.	218,500.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				218,500.

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	218,500.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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	250,971.	4,009,824.	.062589
2009	247,989.	3,915,910.	.063329
2008	292,808.	4,659,068.	.062847
2007	404,176.	5,727,710.	.070565
2006	256,887.	5,421,493.	.047383

2 **Total** of line 1, column (d)	2	.306713
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	.061343
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,185,467.
5 Multiply line 4 by line 3	5	256,749.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,818.
7 Add lines 5 and 6	7	259,567.
8 Enter qualifying distributions from Part XII, line 4	8	242,062.

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	5,637.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	5,637.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income**. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,637.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,800.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 2,920.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	5,720.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	11.
9	**Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	72.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 0. **Refunded** ▶		11	72.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JULIE BROOKS, BOOKKEEPER Telephone no ▶ (317) 257-8208

Located at ▶ 6311 E. WESTFIELD BLVD., SUITE 205A, INDIANAPOLIS ZIP+4 ▶ 46220

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 | N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to.
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(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)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
KATHARINE M. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.
RICHARD D. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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 SEE STATEMENT 11	75,000.
2 SEE STATEMENT 12	55,886.
3 SEE STATEMENT 13	20,000.
4 SEE STATEMENT 14	20,000.

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	4,077,253.
b	Average of monthly cash balances	1b	171,952.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	4,249,205.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,249,205.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,738.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,185,467.
6	**Minimum investment return** Enter 5% of line 5	6	209,273.

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	209,273.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 5,637.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,637.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	203,636.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	203,636.
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	203,636.

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	242,062.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	242,062.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	242,062.

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				203,636.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007 126,464.				
c From 2008 61,845.				
d From 2009 54,322.				
e From 2010 53,257.				
f **Total** of lines 3a through e	295,888.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 242,062.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				203,636.
e Remaining amount distributed out of corpus	38,426.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	334,314.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	334,314.			
10 Analysis of line 9:				
a Excess from 2007 126,464.				
b Excess from 2008 61,845.				
c Excess from 2009 54,322.				
d Excess from 2010 53,257.				
e Excess from 2011 38,426.				

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

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

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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:

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
BOOTH TARKINGTON CIVIC THEATRE 5 CENTER GREEN CARMEL, IN 46032	CHARITY		"GALA CELEBRATION" FUNDRAISER (MAJOR FUNDRAISER FOR CIVIC'S EDUCATION AND OUTREACH PROGRAMS)	800.
CHILDREN'S MUSEUM OF INDIANAPOLIS 3000 N. MERIDIAN ST. INDIANAPOLIS, IN 46208	CHARITY		"POWER OF CHILDREN" CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE	75,000.
DAMIEN CENTER 20 N. ARSENAL AVE. INDIANAPOLIS, IN 46201	CHARITY		DONATION TO FURTHER THE MISSION OF EMPOWERING PEOPLE OF CENTRAL INDIANA AFFECTED WITH HIV/AIDS	1,000.
EAGLE CREEK NATURE CONSERVANCY AND PRESERVATION, INC. 9211 MOORE ROAD ZIONSVILLE, IN 46077	CHARITY		FUNDS FOR EDUCATION, PROTECTION, BEAUTIFICATION AND PRESERVATION OF WATER RESOURCES AND WETLANDS	3,150.
EITELJORG MUSEUM 500 WEST WASHINGTON ST. INDIANAPOLIS, IN 46204	CHARITY		FUNDING FOR "PROJECT NEW MOON" CAPITAL CAMPAIGN FOR JINGLE RAILS WHICH SUPPORTS THE MUSEUM'S PURPOSE	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	205,756.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	126,545.	
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	218,500.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		345,045.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 345,045.

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

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

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

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
N/A		

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

Katharine M. Kruse 5/17/2012 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON SPADORCIA	Jon Spadorcia	5/15/12		P00052321
Firm's name ▶ HALL RENDER KILLIAN HEATH & LYMAN PC			Firm's EIN ▶ 35-1427161	
Firm's address ▶ 1 AM SQUARE, # 2000 INDIANAPOLIS, IN 46282			Phone no. (317)633-4884	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF HOLLIDAY PARK 6363 SPRING MILL ROAD INDIANAPOLIS, IN 46240	CHARITY		TRAIL RUN SPONSOR FOR THE RESTORATION, MAINTENANCE AND PRESERVATION OF HOLLIDAY PARK	500.
INDIANA HISTORICAL SOCIETY 450 WEST OHIO ST. INDIANAPOLIS, IN 46202	CHARITY		SUPPORT FOR EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY	55,136.
INDIANA UNIVERSITY FOUNDATION - SHOWALTER HOUSE 950 N. MERIDIAN ST., SUITE 250 INDIANAPOLIS, IN 46204	CHARITY		FUNDING FOR THE RESTORATION OF THE HISTORIC BALL NURSES' SUNKEN GARDEN	5,000.
INDIANAPOLIS SENIOR CENTER 702 EAST MICHIGAN ST. INDIANAPOLIS, IN 46202	CHARITY		CAPITAL CAMPAIGN TO ACQUIRE, RENOVATE AND EXPAND THE CENTER WHICH PROVIDES PROGRAMS AND SERVICES	5,000.
INDIANAPOLIS SOAP BOX DERBY ASSOCIATION, INC. P.O. BOX 20237 INDIANAPOLIS, IN 46220	CHARITY		DONATION FROM SUPER KIDS FUND TO UNDERWRITE THE PLAQUES DEDICATED TO FORD WILSON FOR THE TIMING	800.
INDIANAPOLIS ZOO 1200 WEST WASHINGTON ST. INDIANAPOLIS, IN 46222	CHARITY		FUNDRAISER IN SUPPORT OF THE GENERAL MISSION OF CONSERVATION AND EDUCATION ABOUT ANIMALS	3,570.
MIDWEST ACADEMY, INC. 801 CONGRESSIONAL BLVD., SUITE 600 CARMEL, IN 46032	CHARITY		UNDERWRITING OF GALA WHICH IS A FUNDRAISER FOR THE SCHOOL THAT OFFERS WILLING, BUT FRUSTRATED, LEARNERS A	2,500.
PARK TUDOR SCHOOL 7200 N. COLLEGE AVE. INDIANAPOLIS, IN 46240	CHARITY		EMPOWERING LEARNERS CAPITAL CAMPAIGN TO SUPPORT THE SCHOOL'S EXCEPTIONAL EDUCATORS AND EXTRAORDINARY	20,000.
RILEY CHILDREN'S FOUNDATION 30 SOUTH MERIDIAN ST., SUITE 200 INDIANAPOLIS, IN 46204	CHARITY		DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD	20,000.
SECOND PRESBYTERIAN CHURCH 7700 N. MERIDIAN ST. INDIANAPOLIS, IN 46260	CHARITY		GIFT FOR GENERAL OPERATING FUND OF THE CHURCH	7,800.
Total from continuation sheets				120,806.

123631 08-03-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SULLIVAN MUNCE 205-225 WEST HAWTHORNE ST. ZIONSVILLE, IN 46077	CHARITY		DONATION TO PROMOTE THE MISSION OF THE MUSEUM WHICH IS TO INCREASE THE APPRECIATION,	500.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHILDREN'S MUSEUM OF INDIANAPOLIS
"POWER OF CHILDREN" CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE MUSEUM'S MASTER CAMPUS PLAN WHICH WILL SUPPORT THE MUSEUM'S MISSION TO CREATE EXTRAORDINARY LEARNING EXPERIENCES THAT HAVE THE POWER TO TRANSFORM THE LIVES OF CHILDREN AND FAMILIES.

NAME OF RECIPIENT - DAMIEN CENTER
DONATION TO FURTHER THE MISSION OF EMPOWERING PEOPLE OF CENTRAL INDIANA AFFECTED WITH HIV/AIDS TO MOVE FORWARD EACH DAY WITH DIGNITY AND TO LEAD THE FIGHT TO PREVENT THE SPREAD OF AIDS.

NAME OF RECIPIENT - EAGLE CREEK NATURE CONSERVANCY AND PRESERVATION, INC.
FUNDS FOR EDUCATION, PROTECTION, BEAUTIFICATION AND PRESERVATION OF WATER RESOURCES AND WETLANDS CONSERVATION

NAME OF RECIPIENT - EITELJORG MUSEUM
FUNDING FOR "PROJECT NEW MOON" CAPITAL CAMPAIGN FOR JINGLE RAILS WHICH SUPPORTS THE MUSEUM'S PURPOSE OF INSPIRING AN UNDERSTANDING AND APPRECIATION OF THE ART, HISTORY AND CULTURE OF INDIGENEOUS PEOPLES OF NORTH AMERICA.

NAME OF RECIPIENT - INDIANA HISTORICAL SOCIETY
SUPPORT FOR EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY SERVICES, BOOK PUBLICATIONS, OUTREACH PROGRAMMING AND THE PRESERVATION OF INDIANA HISTORY

NAME OF RECIPIENT - INDIANAPOLIS SENIOR CENTER
CAPITAL CAMPAIGN TO ACQUIRE, RENOVATE AND EXPAND THE CENTER WHICH

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

PROVIDES PROGRAMS AND SERVICES THAT ENHANCE THE LIVES OF ADULTS 55 YEARS OF AGE AND OLDER

NAME OF RECIPIENT - INDIANAPOLIS SOAP BOX DERBY ASSOCIATION, INC.
DONATION FROM SUPER KIDS FUND TO UNDERWRITE THE PLAQUES DEDICATED TO FORD WILSON FOR THE TIMING TOWER WHICH IS USED TO TEACH YOUNGSTERS SOME OF THE BASIC SKILLS OF WORKMANSHIP AND THE SPIRIT OF COMPETITION, PARTICULARLY FOR CHILDREN WITH SPECIAL NEEDS.

NAME OF RECIPIENT - MIDWEST ACADEMY, INC.
UNDERWRITING OF GALA WHICH IS A FUNDRAISER FOR THE SCHOOL THAT OFFERS WILLING, BUT FRUSTRATED, LEARNERS A PLACE TO THRIVE ACADEMICALLY AND SOCIALLY

NAME OF RECIPIENT - PARK TUDOR SCHOOL
EMPOWERING LEARNERS CAPITAL CAMPAIGN TO SUPPORT THE SCHOOL'S EXCEPTIONAL EDUCATORS AND EXTRAORDINARY OPPORTUNITIES THAT PREPARE STUDENTS TO BECOME CONFIDENT AND RESOURCEFUL LIFELONG LEARNERS. THE SCHOOL COMMUNITY CREATES AN INSPIRING COLLEGE PREPARATORY LEARNING ENVIRONMENT FOR HIGHLY MOTIVATED YOUNG PEOPLE IN JUNIOR KINDERGARTEN THROUGH GRADE 12.

NAME OF RECIPIENT - RILEY CHILDREN'S FOUNDATION
DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD CAPACITY, INCREASE EFFICIENCY AND ENHANCE PATIENT SATISFACTION

NAME OF RECIPIENT - SULLIVAN MUNCE

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

DONATION TO PROMOTE THE MISSION OF THE MUSEUM WHICH IS TO INCREASE THE APPRECIATION, AWARENESS AND UNDERSTANDING OF THE HISTORY AND CULTURE OF BOONE COUNTY, IN

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	MCDONALDS CORP (300 SH)	P	05/12/10	12/19/11
b	V F CORPORATION (300 SH)	P	06/26/08	02/22/11
c	V F CORPORATION (200 SH)	P	07/18/08	07/18/11
d	ANHEUSER BUSCH (25,000)	P	04/15/11	06/20/11
e	STIFEL NICOLAUS LONG TERM GAIN/LOSS (SEE ATTACHED	P	VARIOUS	VARIOUS
f	STIFEL NICOLAUS (0378) SHORT TERM GAIN/LOSS (SEE	P	VARIOUS	VARIOUS
g	STIFEL NICOLAUS (0378) LONG TERM GAIN/LOSS (SEE A	P	VARIOUS	VARIOUS
h	STIFEL NICOLAUS (0378) RETURN OF PRINCIPAL (SEE A	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	29,202.		21,252.	7,950.
b	29,393.		22,082.	7,311.
c	22,597.		14,814.	7,783.
d	28,619.		28,677.	<58.>
e	573,060.		589,589.	<16,529.>
f	513,837.		498,908.	14,929.
g	723,306.		526,375.	196,931.
h	180.		180.	0.
i	183.			183.
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7,950.
b				7,311.
c				7,783.
d				<58.>
e				<16,529.>
f				14,929.
g				196,931.
h				0.
i				183.
j				
k				
l				
m				
n				
o				

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	218,500.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-11

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LA-Z-BOY DESK	110100	200DB	5.00	16	1,086.			1,086.	1,086.		0.
3	NEC 15" MONITOR	103000	200DB	5.00	16	1,050.			1,050.	1,050.		0.
4	SOFTWARE	111400	200DB	5.00	16	551.			551.	551.		0.
7	MONITOR	111400	200DB	5.00	16	1,358.			1,358.	1,358.		0.
9	LAPTOP COMPUTER	040101	200DB	5.00	16	4,500.			4,500.	4,500.		0.
10	OFFICE FURNITURE	111801	200DB	5.00	16	525.			525.	525.		0.
11	CALCULATOR	091101	200DB	5.00	16	99.			99.	99.		0.
12	COMPUTER	090105	200DB	5.00	16	1,833.			1,833.	1,709.		0.
13	LA-Z-BOY FURNITURE	120406	200DB	5.00	16	1,113.			1,113.	973.		56.
14	SOFA (2001)	010108	SL	5.00	17	525.			525.	263.		105.
15	3 BOOKCASES (2007)	010108	SL	5.00	17	270.			270.	135.		54.
16	SMALL REFRIGERATOR (2007)	010108	SL	5.00	17	138.			138.	70.		28.
17	HP PRINTER (2009)	031609	SL	5.00	17	162.		81.	81.	24.		16.
18	PALM ZIRE 32 (2009)	042009	SL	5.00	17	68.		34.	34.	10.		7.
	* TOTAL 990-PF PG 1 DEPR					13,278.		115.	13,163.	12,353.	0.	266.

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - 655 04H17 INT	15.	0.	15.
MERRILL LYNCH - 655 04H17 NON-DIV DISTRIBUTIONS	749.	0.	749.
MERRILL LYNCH - 655-04H17 DIVS	17,016.	0.	17,016.
STIFEL NICOLAUS 0378 NON DIV DIST	341.	0.	341.
STIFEL, NICOLAUS (0155) ACCRUED INT PD ON PURCH	<11,973.>	0.	<11,973.>
STIFEL, NICOLAUS (0155) INT	82,936.	0.	82,936.
STIFEL, NICOLAUS (0378) DIVS	37,644.	183.	37,461.
TOTAL TO FM 990-PF, PART I, LN 4	126,728.	183.	126,545.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HALL RENDER	16,522.	16,522.		0.
TO FM 990-PF, PG 1, LN 16A	16,522.	16,522.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BALANCED BOOK - ACCTG FEES	210.	210.		0.
TO FORM 990-PF, PG 1, LN 16B	210.	210.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH MANAGEMENT FEES	4,244.	4,244.		0.
TO FORM 990-PF, PG 1, LN 16C	4,244.	4,244.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	2,476.	2,476.		0.
INDIANA WORKFORCE DEVELOPMENT	55.	27.		28.
FICA TAXES	2,604.	1,302.		1,302.
MEDICARE TAXES	609.	305.		304.
2010 FORM 990PF BALANCE DUE	903.	903.		0.
2010 FORM 990PF ESTIMATED TAX PENALTY	7.	7.		0.
2011 990PF ESTIMATED TAXES PAID	2,800.	2,800.		0.
TO FORM 990-PF, PG 1, LN 18	9,454.	7,820.		1,634.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUBSCRIPTIONS	94.	94.		0.
COMPUTER EXPENSES	593.	296.		297.
MAINTENANCE	41.	21.		20.
MEALS AND ENTERTAINMENT	153.	0.		153.
POSTAGE AND SHIPPING	4.	0.		4.
OFFICE SUPPLIES	564.	282.		282.
MEMBERSHIPS AND DUES	570.	70.		500.
ANNUAL ACCOUNT FEES	150.	150.		0.
SUPPORT OF CHARITY FUNDRAISERS	2,330.	1,165.		1,165.

MISCELLANEOUS 2010 TO 2011 ADJ	104.	104.		0.
TO FORM 990-PF, PG 1, LN 23	4,603.	2,182.		2,421.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH - SECURITIES 04H17	677,290.	771,692.
STIFEL, NICOLAUS 0378 - SECURITIES	1,446,797.	1,541,075.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,124,087.	2,312,767.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STIFEL, NICOLAUS 0155 - BONDS	1,640,398.	1,608,381.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,640,398.	1,608,381.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LA-Z-BOY DESK	1,086.	1,086.	0.
NEC 15" MONITOR	1,050.	1,050.	0.
SOFTWARE	551.	551.	0.
MONITOR	1,358.	1,358.	0.
LAPTOP COMPUTER	4,500.	4,500.	0.
OFFICE FURNITURE	525.	525.	0.
CALCULATOR	99.	99.	0.
COMPUTER	1,833.	1,709.	124.
LA-Z-BOY FURNITURE	1,113.	1,029.	84.
SOFA (2001)	525.	368.	157.
3 BOOKCASES (2007)	270.	189.	81.
SMALL REFRIGERATOR (2007)	138.	98.	40.
HP PRINTER (2009)	162.	121.	41.
PALM ZIRE 32 (2009)	68.	51.	17.
TOTAL TO FM 990-PF, PART II, LN 14	13,278.	12,734.	544.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INDIANA STATE AND COUNTY TAX WITHHELD (WH-1)	192.	192.
FORM 941 LIABILITY AT YEAR END	940.	897.
VISA CHARGE CARD 2011 GIFT IN TRANSIT AT YEAR END	0.	5,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,132.	6,089.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 11

ACTIVITY ONE

CHILDREN'S MUSEUM OF INDIANAPOLIS - POWER OF CHILDREN CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE MUSEUM'S MASTER CAMPUS PLAN, WHICH WILL SUPPORT THE MUSEUM'S MISSION TO CREATE EXTRAORDINARY LEARNING EXPERIENCES THAT HAVE THE POWER TO TRANSFORM THE LIVES OF CHILDREN AND FAMILIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	75,000.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY TWO

INDIANA HISTORICAL SOCIETY - SUPPORTING THE SOCIETY'S EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY SERVICES, BOOK PUBLICATIONS, OUTREACH PROGRAMMING AND THE PRESERVATION OF INDIANA HISTORY.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	55,886.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 13

ACTIVITY THREE

RILEY CHILDREN'S FOUNDATION - DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD CAPACITY, INCREASE EFFICIENCY AND ENHANCE PATIENT SATISFACTION.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	20,000.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 14

ACTIVITY FOUR

PARK TUDOR SCHOOL - EMPOWERING LEARNERS CAPITAL CAMPAIGN TO SUPPORT PARK TUDOR SCHOOL'S EXCEPTIONAL EDUCATORS AND EXTRAORDINARY OPPORTUNITIES PREPARE STUDENTS TO BECOME CONFIDENT AND RESOURCEFUL LIFELONG LEARNERS. THE SCHOOL COMMUNITY CREATES AN INSPIRING COLLEGE PREPARATORY LEARNING ENVIRONMENT FOR HIGHLY MOTIVATED YOUNG PEOPLE IN JUNIOR KINDERGARTEN THROUGH GRADE 12.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	20,000.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JULIE BROOKS, C/O MOTHERSHEAD FOUNDATION
6311 WESTFIELD BLVD., SUITE 205
INDIANAPOLIS, IN 46220

TELEPHONE NUMBER

(317) 257-8208

FORM AND CONTENT OF APPLICATIONS

LETTER ON BEHALF OF SUBMITTING ORGANIZATION; MUST BE A
501(C)(3)ORGANIZATION EXPRESSING THE NEED FOR THE FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Form **4562** | Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990-PF
(Including Information on Listed Property)
▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 | **2011** | Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	FORM 990-PF PAGE 1	35-1844375

Part I Election To Expense Certain Property Under Section 179 Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	56.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	210.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs.	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	266.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year					
43 Amortization of costs that began before your 2011 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
FEDERAL ID NO:	43-0538770	
F.A.	ACCOUNT	PAGE
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TAXPAYER ID:	35-1844375	

KATHERINE M KRUSE AND
RICHARD D KRUSE CO TTEES
MOTHERSHEAD FOUNDATION TR
DTD 12/30/1991

UPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

All of the supplemental tax information is being provided for your information only and will not be furnished to the Internal Revenue Service. The attached supplemental information section contains some information that is not currently regulated and reported to the IRS by Stifel, (such as Non-Covered Securities cost basis information). This additional information is being furnished on a best efforts basis according to our current records. All proper reporting on an individual's income tax return including but not limited to certain cost basis information, option reporting etc. is the responsibility of the client and their qualified tax professional.

SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
ANHEUSER BUSCH7 2 011514 CUSIP 03523TBD9	25,000 00	04/15/11	06/20/11	$28,677 25	$28,618 50	($58 75)	N	YES
TOTAL SHORT TERM CAPITAL GAIN/(LOSS)				$28,677.25	$28,618.50	($58.75)		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
AT&T CORP 7 3 111511 CUSIP 001957BC2	35,000 00	02/04/09	10/11/11	$37,997 50	$35,227 85	($2,769 65)	N	YES
AMERN CHARTRD 5 1 092911 CUSIP 025121CY8	34,000 00	09/18/06	09/29/11	$34,000 00	$34,000 00	$0 00	N	YES
BMW BK N AMER4 35 050511 CUSIP 05568PKZ9	60,000 00	10/28/08	05/05/11	$60,000 00	$60,000 00	$0 00	N	YES
DIRECTV HLDG6 375 061515 CUSIP 25459HAD7	50,000 00	12/10/09	06/15/11	$52,505 00	$51,062 50	($1,442 50)	N	YES
DOW CHEMICAL6 125 020111 CUSIP 260543BL6	50,000 00	06/10/09	02/01/11	$51,065 00	$50,000 00	($1,065 00)	N	YES
DOW CHEMICAL6 125 020111 CUSIP 260543BL6	20,000 00	11/02/09	02/01/11	$21,046 60	$20,000 00	($1,046 60)	N	YES
CUSIP TOTAL				$72,111 60	$70,000 00	($2,111 60)		
DOW CHEMICAL VAR 080811 CUSIP 260543CB7	20,000 00	09/03/09	08/08/11	$20,435 00	$20,000 00	($435 00)	N	YES
DOW CHEMICAL 5 5 081513 CUSIP 26054LEP4	18,000 00	01/19/10	08/15/11	$18,464 00	$18,000 00	($464 00)	N	YES
DUKE REALTY 5 625 081511 CUSIP 26441YAL1	30,000 00	05/14/10	08/15/11	$31,205 00	$30,000 00	($1,205 00)	N	YES
FIRST BUS BK 4 0 050911 CUSIP 31938QQM9	50,000 00	05/01/08	05/09/11	$50,000 00	$50,000 00	$0 00	N	YES
HERSHEY FOODS 5 3 090111 CUSIP 427866AN8	50,000 00	12/28/06	09/01/11	$50,618 00	$50,000 00	($618 00)	N	YES
KRAFT FOODS 5 625 110111 CUSIP 50075NAB0	25,000 00	02/26/09	11/01/11	$26,373 75	$25,000 00	($1,373 75)	N	YES

STIFEL NICOLAUS
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2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
POTASH CRP 7 75 053111 CUSIP 73755LAB3	50,000 00	06/15/09	05/31/11	$54.969 50	$50,000 00	($4.969 50)	N	YES
VERIZON FLA 6 125 011513 CUSIP 923474AA8	28,000 00	05/24/10	11/28/11	$30,629 16	$29.769 88	($859 28)	N	YES
WELLS FARGO 5 3 082611 CUSIP 949746NJ6	50,000 00	09/20/07	08/26/11	$50,280 00	$50,000 00	($280 00)	N	YES
TOTAL LONG TERM CAPITAL GAIN/(LOSS)				**$589,588.51**	**$573,060.23**	**($16.528.28)**		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

TOTAL GROSS PROCEEDS LESS COMMISSION ON STOCKS, BONDS, ETC. (ADJUSTED FOR ASSIGNED OR EXERCISED OPTIONS ABOVE) **$601,678.73**

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO. 43-0538770

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UPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
BRISTOL MYERS SQUIBB CO CUSIP 110122108	175 00	02/17/11	03/28/11	$4,573 89	$4,684 29	$110 40	C	YES
CABLEVISION SYS NY GROUP CUSIP 12686C109	150 00	03/15/10	01/10/11	$3,643 20	$4,973 15	$1,329 95	N	YES
CISCO SYSTEMS INC CUSIP 17275R102	200 00	01/27/11	03/28/11	$4,349 76	$3.399 35	($950 41)	C	YES
CISCO SYSTEMS INC CUSIP 17275R102	500 00	01/27/11	04/12/11	$10,874 40	$8,695 68	($2,178 72)	C	YES
CUSIP TOTAL				$15,224 16	$12.095 03	($3,129 13)		
COCA COLA COMPANY CUSIP 191216100	100 00	05/17/10	03/28/11	$5,379 79	$6,471 10	$1,091 31	N	YES
COCA COLA COMPANY CUSIP 191216100	200 00	05/17/10	04/12/11	$10,759 58	$13,265 18	$2.505 60	N	YES
CUSIP TOTAL				$16.139 37	$19.736 28	$3.596 91		
EL PASO CORP CUSIP 28336L109	1,200 00	03/02/11	10/05/11	$22,439 00	$20,905 65	($1.533 35)	C	YES
EL PASO CORP CUSIP 28336L109	1,200 00	03/07/11	10/05/11	$22,634 63	$20.905 67	($1,728 96)	C	YES
CUSIP TOTAL				$45,073 63	$41.811 32	($3.262 31)		
EQUINIX INC NEW CUSIP 29444U502	50 00	11/22/10	03/28/11	$4,166 15	$4.325 91	$159 76	N	YES
EQUINIX INC NEW CUSIP 29444U502	125 00	11/22/10	04/12/11	$10,415 38	$11,446 02	$1.030 64	N	YES
EQUINIX INC NEW CUSIP 29444U502	325 00	11/22/10	10/17/11	$27,079 97	$30,575 08	$3,495 11	N	YES
CUSIP TOTAL				$41,661 50	$46,347 01	$4,685 51		
INTEL CORP CUSIP 458140100	200 00	05/07/10	03/28/11	$4,325 22	$4.037 38	($287 84)	N	YES
INTEL CORP CUSIP 458140100	500 00	05/07/10	04/12/11	$10,813 04	$9.885 65	($927 39)	N	YES
CUSIP TOTAL				$15,138 26	$13.923 03	($1,215 23)		
ISHRS MSCI JAPAN ETF CUSIP 464286848	375 00	03/15/11	08/05/11	$3,835 68	$3.664 25	($171 43)	C	YES
KIMBERLY CLARK CORP CUSIP 494368103	750 00	04/12/10	03/28/11	$46,618 30	$48,314 59	$1,696 29	N	YES
KIMBERLY CLARK CORP CUSIP 494368103	250 00	04/15/10	03/28/11	$15,659 70	$16,104 87	$445 17	N	YES
CUSIP TOTAL				$62.278 00	$64.419 46	$2,141 46		
KRAFT FOODS CL A CUSIP 50075N104	200 00	04/12/10	03/28/11	$6,154 20	$6,247 23	$93 03	N	YES

STIFEL NICOLAUS

ONE FINANCIAL PLAZA
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ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

SHORT TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
KRAFT FOODS CL A CUSIP 50075N104	500 00	04/12/10	04/12/11	$15,385 49	$15,925 44	$539 95	N	YES
CUSIP TOTAL				$21,539 69	$22,172 67	$632 98		
LANDSTAR SYSTEM INC CUSIP 515098101	925 00	09/09/10	03/08/11	$35,701 81	$40,576 74	$4,874 93	N	YES
MCDONALDS CORP CUSIP 580135101	50 00	04/15/10	03/28/11	$3,507 88	$3,709 42	$201 54	N	YES
MCDONALDS CORP CUSIP 580135101	150 00	04/15/10	04/12/11	$10,523 63	$11,460 04	$936 41	N	YES
CUSIP TOTAL				$14,031 51	$15,169 46	$1,137 95		
NESTLE S A SPONSORED ADR CUSIP 641069406	100 00	11/17/10	03/28/11	$5,557 74	$5,649 89	$92 15	N	YES
NESTLE S A SPONSORED ADR CUSIP 641069406	250 00	11/17/10	04/12/11	$13,894 35	$14,579 71	$685 36	N	YES
CUSIP TOTAL				$19,452 09	$20,229 60	$777 51		
OIL COMPANY LUKOIL ADR CUSIP 677862104	325 00	02/28/11	12/07/11	$23,422 10	$16,945 24	($6,476 86)	C	YES
OIL COMPANY LUKOIL ADR CUSIP 677862104	325 00	03/02/11	12/07/11	$23,453 00	$16,945 25	($6,507 75)	C	YES
CUSIP TOTAL				$46,875 10	$33,890 49	($12,984 61)		
PENNEY J C COMPANY INC CUSIP 708160106	1,100 00	07/21/11	10/31/11	$35,473 44	$35,240 26	($233 18)	C	YES
PROCTER & GAMBLE COMPANY CUSIP 742718109	75 00	10/26/10	03/28/11	$4,817 01	$4,501 16	($315 85)	N	YES
PROCTER & GAMBLE COMPANY CUSIP 742718109	125 00	10/26/10	04/12/11	$8,028 35	$7,776 34	($252 01)	N	YES
CUSIP TOTAL				$12,845 36	$12,277 50	($567 86)		
QUALCOMM INC CUSIP 747525103	100 00	12/27/10	03/28/11	$4,980 75	$5,194 07	$213 32	N	YES
QUALCOMM INC CUSIP 747525103	200 00	12/27/10	04/12/11	$9,961 49	$10,421 13	$459 64	N	YES
QUALCOMM INC CUSIP 747525103	550 00	12/27/10	07/11/11	$27,394 07	$31,751 70	$4,357 63	N	YES
CUSIP TOTAL				$42,336 31	$47,366 90	$5,030 59		
REPUBLIC SERVICES INC CUSIP 760759100	200 00	03/29/10	03/28/11	$5,926 86	$5,924 90	($1 96)	N	YES
TAIWAN SEMICON MFG CO CUSIP 874039100	500 00	06/01/10	03/28/11	$5,076 78	$6,035 18	$958 40	N	YES
TAIWAN SEMICON MFG CO CUSIP 874039100	1,300 00	06/01/10	04/12/11	$13,199 62	$15,776 47	$2,576 85	N	YES
CUSIP TOTAL				$18,276 40	$21,811 65	$3,535 25		
UNITEDHEALTH GROUP INC CUSIP 91324P102	150 00	12/07/10	03/28/11	$5,617 88	$6,543 69	$925 81	N	YES
UNITEDHEALTH GROUP INC CUSIP 91324P102	400 00	12/07/10	04/12/11	$14,981 01	$17,703 37	$2,722 36	N	YES
CUSIP TOTAL				$20,598 89	$24,247 06	$3,648 17		

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION
ORIGINAL 02/10/2012

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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KATHERINE M KRUSE AND
RICHARD D KRUSE CO TTESS
MOTHERSHEAD FOUNDATION TRUST
DTD 12/30/1991

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

SHORT TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
VIACOM INC CL B NEW CUSIP 92553P201	150 00	04/15/10	03/28/11	$5,484 85	$6.776 15	$1.291 30	N	YES
VIACOM INC CL B NEW CUSIP 92553P201	350 00	04/15/10	04/12/11	$12.797 98	$16.499 88	$3.701 90	N	YES
CUSIP TOTAL				$18,282 83	$23.276 03	$4.993 20		
TOTAL SHORT TERM CAPITAL GAIN/(LOSS)				**$498,907.98**	**$513,837.08**	**$14,929.10**		

C - Tax basis information for this security is covered by IRS reporting requirements.

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
AMC NETWORKS INC CL A CUSIP 00164V103	300 00	03/15/10	08/19/11	$8,003 35	$9.638 53	$1.635 18	N	YES
ABBOTT LABORATORIES CUSIP 002824100	50 00	05/22/09	03/28/11	$2.230 32	$2,350 95	$120 63	N	YES
ABBOTT LABORATORIES CUSIP 002824100	110 00	05/22/09	04/12/11	$4.906 70	$5,581 64	$674 94	N	YES
CUSIP TOTAL				$7.137 02	$7,932 59	$795 57		
ANHEUSER BUSCH INBEV CUSIP 03524A108	65 00	01/12/10	03/28/11	$3,358 72	$3.638 87	$280 15	N	YES
ANHEUSER BUSCH INBEV CUSIP 03524A108	150 00	01/12/10	04/12/11	$7,750 87	$8.849 82	$1.098 95	N	YES
CUSIP TOTAL				$11.109 59	$12,488 69	$1.379 10		
BANK OF AMERICA CORP CUSIP 060505104	350 00	05/21/09	03/28/11	$4,064 09	$4,642 67	$578 58	N	YES
BANK OF AMERICA CORP CUSIP 060505104	900 00	10/29/09	04/12/11	$14,332 14	$11.980 47	($2,351 67)	N	YES
BANK OF AMERICA CORP CUSIP 060505104	1,500 00	05/21/09	04/13/11	$17,417 50	$20,096 46	$2,678 96	N	YES
BANK OF AMERICA CORP CUSIP 060505104	1,000 00	10/29/09	04/13/11	$15,924 61	$13,397 64	($2,526 97)	N	YES
CUSIP TOTAL				$51,738 34	$50,117 24	($1,621 10)		
CVS CAREMARK CORP CUSIP 126650100	125 00	01/20/10	03/28/11	$4,275 68	$4,167 64	($108 04)	N	YES
CVS CAREMARK CORP CUSIP 126650100	275 00	01/20/10	04/12/11	$9,406 49	$9.827 78	$421 29	N	YES
CUSIP TOTAL				$13,682 17	$13,995 42	$313 25		
CABLEVISION SYS NY GROUP CUSIP 12686C109	200 00	03/15/10	03/28/11	$4,857 59	$6,840 98	$1 983 39	N	YES
CABLEVISION SYS NY GROUP CUSIP 12686C109	450 00	03/15/10	04/12/11	$10,929 57	$15.124 47	$4,194 90	N	YES
CUSIP TOTAL				$15.787 16	$21,965 45	$6,178 29		

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
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ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION
ORIGINAL 02/10/2012

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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KATHERINE M KRUSE AND
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MOTHERSHEAD FOUNDATION TRUST
DTD 12/30/1991

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
DIRECTV CL A CUSIP 25490A101	200 00	03/15/10	03/28/11	$7,017 20	$9,219 20	$2,202 00	N	YES
DIRECTV CL A CUSIP 25490A101	500 00	03/15/10	04/12/11	$17,542 98	$23,100 35	$5,557 37	N	YES
CUSIP TOTAL				$24,560 18	$32,319 55	$7,759 37		
GENL CABLE CORP CUSIP 369300108	250 00	08/12/09	03/28/11	$9,090 48	$10,497 59	$1,407 11	N	YES
GENL CABLE CORP CUSIP 369300108	275 00	08/12/09	04/12/11	$9,999 52	$12,054 13	$2,054 61	N	YES
GENL CABLE CORP CUSIP 369300108	325 00	09/08/09	04/12/11	$12,770 19	$14,245 80	$1,475 61	N	YES
GENL CABLE CORP CUSIP 369300108	50 00	10/26/09	04/12/11	$1,751 13	$2,191 67	$440 54	N	YES
CUSIP TOTAL				$33,611 32	$38 989 19	$5,377 87		
ISHRS MCSI BRIC ETF CUSIP 464286657	500 00	03/24/09	02/07/11	$13,256 20	$23,246 09	$9,989 89	N	YES
ISHRS MSCI JAPAN ETF CUSIP 464286848	4,100 00	07/07/09	08/05/11	$38,839 57	$40,062 37	$1,222 80	N	YES
ISHRS SILVER TR ETF CUSIP 46428Q109	350 00	01/30/09	01/11/11	$4,436 57	$9,858 03	$5,421 46	N	YES
ISHRS SILVER TR ETF CUSIP 46428Q109	50 00	05/06/09	01/11/11	$689 83	$1,408 30	$718 47	N	YES
ISHRS SILVER TR ETF CUSIP 46428Q109	1,450 00	05/06/09	01/14/11	$20,004 90	$39,621 54	$19,616 64	N	YES
CUSIP TOTAL				$25,131 30	$50,887 87	$25,756 57		
MKT VECTRS GOLD MINR ETF CUSIP 57060U100	550 00	10/13/08	05/16/11	$14,555 99	$29,662 97	$15,106 98	N	YES
NATIONAL OILWELL VARCO CUSIP 637071101	45 00	10/05/06	01/25/11	$1,239 88	$2,910 41	$1,670 53	N	YES
NATIONAL OILWELL VARCO CUSIP 637071101	180 00	10/05/06	02/28/11	$4,959 50	$14,013 27	$9,053 77	N	YES
NATIONAL OILWELL VARCO CUSIP 637071101	200 00	07/24/08	02/28/11	$15,201 76	$15,570 30	$368 54	N	YES
NATIONAL OILWELL VARCO CUSIP 637071101	325 00	10/13/08	02/28/11	$8,719 69	$25,301 75	$16,582 06	N	YES
NATIONAL OILWELL VARCO CUSIP 637071101	250 00	10/30/08	02/28/11	$7,114 78	$19,462 90	$12,348 12	N	YES
CUSIP TOTAL				$37,235 61	$77,258 63	$40,023 02		
NUCOR CORP CUSIP 670346105	75 00	06/30/08	03/28/11	$5,849 54	$3,425 68	($2,423 86)	N	YES
NUCOR CORP CUSIP 670346105	50 00	06/30/08	04/12/11	$3,899 68	$2,264 98	($1,634 70)	N	YES
NUCOR CORP CUSIP 670346105	100 00	09/19/08	04/12/11	$5,068 12	$4,529 97	($538 15)	N	YES
CUSIP TOTAL				$14,817 34	$10,220 63	($4,596 71)		
OIL COMPANY LUKOIL ADR CUSIP 677862104	525 00	09/08/09	04/27/11	$26,775 58	$35,521 05	$8,745 47	N	YES

STIFEL NICOLAUS
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2011 SUPPLEMENTAL TAX INFORMATION

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PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
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KATHERINE M KRUSE AND
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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
OIL COMPANY LUKOIL ADR CUSIP 677862104	150 00	09/08/09	12/07/11	$7,650 16	$7,820 88	$170 72	N	YES
CUSIP TOTAL				$34,425 74	$43,341 93	$8,916 19		
PFIZER INC CUSIP 717081103	150 00	08/18/08	03/28/11	$3,021 88	$2,987 23	($34 65)	N	YES
PFIZER INC CUSIP 717081103	300 00	08/18/08	04/12/11	$6,043 75	$6,126 51	$82 76	N	YES
CUSIP TOTAL				$9,065 63	$9,113 74	$48 11		
PHILIP MORRIS INTL INC CUSIP 718172109	50 00	03/26/08	03/28/11	$2,586 75	$3,212 93	$626 18	N	YES
PHILIP MORRIS INTL INC CUSIP 718172109	100 00	03/26/08	04/12/11	$5,173 50	$6,578 06	$1,404 56	N	YES
CUSIP TOTAL				$7,760 25	$9,790 99	$2,030 74		
QUANTA SERVICES INC CUSIP 74762E102	400 00	03/22/10	03/28/11	$7,992 96	$8,761 07	$768 11	N	YES
QUANTA SERVICES INC CUSIP 74762E102	1,000 00	03/22/10	04/12/11	$19,982 40	$22,015 17	$2,032 77	N	YES
CUSIP TOTAL				$27,975 36	$30,776 24	$2,800 88		
REPUBLIC SERVICES INC CUSIP 760759100	500 00	03/29/10	04/12/11	$14,817 14	$14,949 76	$132 62	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107	200 00	01/30/09	05/16/11	$18,356 55	$28,945 44	$10,588 89	N	YES
SOUTHWESTERN ENERGY CO CUSIP 845467109	650 00	11/04/09	12/07/11	$30,051 51	$23,433 47	($6,618 04)	N	YES
TALISMAN ENERGY INC CUSIP 87425E103	875 00	07/24/08	05/19/11	$16,318 93	$18,034 69	$1,715 76	N	YES
TALISMAN ENERGY INC CUSIP 87425E103	525 00	10/30/08	05/19/11	$5,076 52	$10,820 83	$5,744 31	N	YES
CUSIP TOTAL				$21,395 45	$28,855 52	$7,460 07		
TELEPHONE & DATA SYS INC CUSIP 879433100	75 00	05/04/09	03/28/11	$2,211 02	$2,419 95	$208 93	N	YES
TELEPHONE & DATA SYS INC CUSIP 879433100	150 00	05/04/09	04/12/11	$4,422 03	$4,906 58	$484 55	N	YES
CUSIP TOTAL				$6,633 05	$7,326 53	$693 48		
VODAFONE GRP PLC NEW ADR CUSIP 92857W209	250 00	08/26/09	03/28/11	$5,498 80	$7,120 01	$1,621 21	N	YES
VODAFONE GRP PLC NEW ADR CUSIP 92857W209	150 00	08/26/09	04/12/11	$3,299 27	$4,293 00	$993 73	N	YES
VODAFONE GRP PLC NEW ADR CUSIP 92857W209	350 00	09/08/09	04/12/11	$8,129 24	$10,017 02	$1,887 78	N	YES
CUSIP TOTAL				$16,927 31	$21,430 03	$4,502 72		
WOLVERINE WORLD WIDE INC CUSIP 978097103	500 00	05/27/97	06/28/11	$1,928 67	$20,300 47	$18,371 80	N	YES
WOLVERINE WORLD WIDE INC CUSIP 978097103	700 00	05/27/97	09/06/11	$2,700 13	$23,247 28	$20,547 15	N	YES
WOLVERINE WORLD WIDE INC CUSIP 978097103	299 00	05/27/97	12/07/11	$1,153 33	$10,809 84	$9,656 51	N	YES

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STIFEL. NICOLAUS & COMPANY, INCORPORATED
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DTD 12/30/1991

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
WOLVERINE WORLD WIDE INC CUSIP 978097103	101 00	04/16/99	12/07/11	$702 79	$3.651 49	$2.948 70	N	YES
CUSIP TOTAL				$6.484 92	$58.009 08	$51.524 16		
GROUPE BRUXELLES LAMBERT CUSIP B4746J115	25 00	01/13/03	03/28/11	$1,055 75	$2,246 20	$1.190 45	N	YES
GROUPE BRUXELLES LAMBERT CUSIP B4746J115	75 00	10/14/03	04/12/11	$3,803 00	$7.207 36	$3.404 36	N	YES
CUSIP TOTAL				$4,858 75	$9.453 56	$4,594 81		
NOBLE CRP BARR NAMEN AKT CUSIP H5833N103	575 00	08/24/10	12/07/11	$18.157 98 AJ	$19.094 15	$936 17	N	YES
TOTAL LONG TERM CAPITAL GAIN/(LOSS)				**$526,374.78**	**$723,305.66**	**$196,930.88**		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

AJ - The original cost basis on this security was adjusted for one of the following reasons: Amortization, Accretion, Return of Principal, Partnership Distributions, Liquidation Payment, or a Wash Sale occurred. Please use this amount to calculate your Gain/Loss on the security. If you need additional information contact your Financial Advisor or the Tax Reporting Department.

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000354471	425 00	PRINCIPAL	01/05/11	$20 12	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000336685	425 00	PRINCIPAL	02/04/11	$18 92	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000281236	425 00	PRINCIPAL	03/03/11	$16 57	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000319228	425 00	PRINCIPAL	04/07/11	$19 31	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000333782	425 00	PRINCIPAL	05/09/11	$20 77	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000321858	225 00	PRINCIPAL	06/08/11	$10 85	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000327575	225 00	PRINCIPAL	07/08/11	$11 07	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000292563	225 00	PRINCIPAL	08/10/11	$11 36	N	YES

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000312966	225 00	PRINCIPAL	09/09/11	$12 69	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000393229	225 00	PRINCIPAL	10/13/11	$14 26	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000305557	225 00	PRINCIPAL	11/14/11	$11 88	N	YES
SPDR GOLD TRUST GOLD ETF CUSIP 78463V107 CBAF 0 000316820	225 00	PRINCIPAL	12/09/11	$11 85	N	YES
CUSIP TOTAL				$179 65		
TOTAL RETURN OF CAPITAL OR PRINCIPAL PAYMENTS				**$179.65**		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

CBAF: Cost Basis Allocation Factor

TOTAL GROSS PROCEEDS LESS COMMISSION ON STOCKS, BONDS, ETC. (ADJUSTED FOR ASSIGNED OR EXERCISED OPTIONS ABOVE) **$1,237,322.39**

Form **8868** (Rev. January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	Employer identification number (EIN) or [X] 35-1844375
	Number, street, and room or suite no. If a P O box, see instructions. ONE AMERICAN SQUARE, NO. 2000	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions INDIANAPOLIS, IN 46282	

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 ▶ JULIE BROOKS, BOOKKEEPER - 6311 E. WESTFIELD BLVD., SUITE 205A - INDIANAPOLIS, IN 46220

  Telephone No ▶ (317) 257-8208 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______ , and ending ______

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	$ 5,720.
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	$ 2,800.
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	$ 2,920.

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.

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