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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 THOMAS A & SHARON K RUDER FOUNDATION, INC		A Employer identification number 35-2063035
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2482	Room/suite SUITE C	B Telephone number (see instructions) (812) 479-5551
City or town, state, and ZIP code EVANSVILLE IN 47728-0482		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 560,736	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	40,141			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	18,645	18,645		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	134			
	b Gross sales price for all assets on line 6a	133,210			
	7 Capital gain net income (from Part IV, line 2)		134		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	58,920	18,779	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	820	229	0	591
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	486	35	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	1,306	264	0	591
	25 Contributions, gifts, grants paid	24,229			24,229
26 Total expenses and disbursements. Add lines 24 and 25	25,535	264	0	24,820	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	33,385				
b Net investment income (if negative, enter -0-)		18,515			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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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			
	2 Savings and temporary cash investments	7,302	9,358	9,358
	3 Accounts receivable ▶	0		
	Less: allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶	0		
	Less: allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0		
	Less: allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	468,184	507,419	526,971
	c Investments—corporate bonds (attach schedule)	27,726	19,774	24,407
Liabilities	11 Investments—land, buildings, and equipment basis ▶	0		
	Less: accumulated depreciation (attach schedule) ▶	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶	1,718		
	Less: accumulated depreciation (attach schedule) ▶	1,718	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	503,212	536,551	560,736
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	503,212	536,551	
	30 Total net assets or fund balances (see instructions)	503,212	536,551	
	31 Total liabilities and net assets/fund balances (see instructions)	503,212	536,551	

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	503,212
2 Enter amount from Part I, line 27a	2	33,385
3 Other increases not included in line 2 (itemize) ▶ rounding adj	3	-46
4 Add lines 1, 2, and 3	4	536,551
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	536,551

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 Attached Statement				
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0
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	134
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	3,767

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	21,470	502,222	0.042750
2009	20,775	422,129	0.049215
2008	21,862	424,626	0.051485
2007	15,100	450,804	0.033496
2006	20,520	393,934	0.052090
2 Total of line 1, column (d)			2 0.229036
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.045807
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 548,242
5 Multiply line 4 by line 3			5 25,113
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 185
7 Add lines 5 and 6			7 25,298
8 Enter qualifying distributions from Part XII, line 4 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			8 24,820

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	370	
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	370	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	370	
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	320		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	320		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	50		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address NONE	13	X	
14	The books are in care of THOMAS A RUDER Telephone no (812) 479-5551 Located at 3000 E MORGAN AVE STE C EVANSVILLE IN ZIP+4 47711			
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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	N/A
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? If "Yes," list the years 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS A RUDER PO BOX 2482 EVANSVILLE IN 47728	PRESIDENT 4 00	0	0	0
SHARON K RUDER PO BOX 2482 EVANSVILLE IN 47728	SECRETARY 2 00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 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	
2	
All other program-related investments See instructions	
3	0
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	548,161
b	Average of monthly cash balances	1b	8,430
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	556,591
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	556,591
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,349
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	548,242
6	Minimum investment return. Enter 5% of line 5	6	27,412

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	27,412
2a	Tax on investment income for 2011 from Part VI, line 5	2a	370
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	370
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,042
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	27,042
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,042

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	24,820
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24,820
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	24,820

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				27,042
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			24,820	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 24,820				
a Applied to 2010, but not more than line 2a			24,820	
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				0
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				27,042
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0	0			0
0	0	0	0	0
0	0			0
				0
0	0	0	0	0
0	0	0	0	0
				0
				0
0	0			0
				0
				0
				0
				0

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets 0

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) 0

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed 0

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) 0

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) 0

(3) Largest amount of support from an exempt organization 0

(4) Gross investment income 0

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))

THOMAS A RUDER SHARON K RUDER

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

NA NA

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.

THOMAS A RUDER PO BOX 2482 EVANSVILLE IN 47728-0482 (812) 479-5551

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

NO FORMAL APPLICATION PROCESS

c Any submission deadlines

NO FORMAL DEADLINE

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

NO FORMAL RESTRICTIONS

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 <i>Paid during the year</i>				
ALBION FELLOWS BACON CENTER PO BOX 3164 EVANSVILLE IN 47731	NONE		DOMESTIC VIOLENCE SHELTER PROGRAMS	1,000
AURORA INC 1100 LINCOLN AVE EVANSVILLE IN 47714	NONE		HOMELESS PROGRAMS	700
GIRLS SCOUTS SW INDIANA 223 NW 2ND ST EVANSVILLE IN 47708	NONE		GIRLS SCOUT PROGRAMS	100
HANOVER COLLEGE PO BOX 108 HANOVER IN 47243	NONE		SCHOLARSHIP	10,000
ISU FOUNDATION 30 N 5TH ST TERRA HAUTE IN 47809	NONE		SCHOLARSHIP	100
JUNIOR ACHIEVEMENT SW INDIANA 233 SE 3RD EVANSVILLE IN 47708	NONE		FINANCIAL LITERACY / EDUCATIONAL PROGRAMS	1,750
LITTLE SISTERS OF POOR 1236 LINCOLN AVE EVANSVILLE IN 47714	NONE		MINISTRY TO THE POOR AND ELDERLY	1,500
PUBLIC EDUCATION FOUNDATION 100 NW SECOND ST #304 EVANSVILLE IN 47708	NONE		BOSSE ATHLETICS PROGRAMS	250
HANOVER COLLEGE SIGMA CHI 484 BALL DR HANOVER IN 47243	NONE		EDUCATION PROGRAMS FOR HISPANICS	1,000
SOUTHERN IL UNIVERSITY 1235 DOUGLAS DR CARBONDALE IL 62901	NONE		SCHOLARSHIP	500
ST JOSEPH CATHOLIC CHURCH 607 E IOWA ST EVANSVILLE IN 47712	NONE		MINISTRY TO THE POOR	650
Total See Attached Statement			3a	24,229
b <i>Approved for future payment</i>				
Total			3b	0

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

Recipient(s) paid during the year

Name

TRI STATE FOOD BANK

Street

801 E MICHIGAN ST

City

EVANSVILLE

State

IN

Zip Code

47711

Foreign Country

Relationship

NONE

Foundation Status

Purpose of grant/contribution

FOOD PANTRY PROGRAM

Amount

200

Name

USI FOUNDATION

Street

8600 UNIVERSTIY BLVD

City

EVANSVILLE

State

IN

Zip Code

47712

Foreign Country

Relationship

NONE

Foundation Status

Purpose of grant/contribution

SCHOLARSHIP

Amount

3,100

Name

WESSELMAN NATURE SOCIETY

Street

551 N BOEKE

City

EVANSVILLE

State

IN

Zip Code

47711

Foreign Country

Relationship

NONE

Foundation Status

Purpose of grant/contribution

EDUCATIONAL PROGRAMS

Amount

1,350

Name

YWCA

Street

118 VINE ST

City

EVANSVILLE

State

IN

Zip Code

47708

Foreign Country

Relationship

NONE

Foundation Status

Purpose of grant/contribution

TRANSITION HOUSING/ YOUTH PROGRAMS

Amount

2,029

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

										Amount						
										Long Term CG Distributions						
										Short Term CG Distributions						
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals							
									Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses	Net Gain or Loss			
1	X	Citigroup Global Mkts Hldg	17307XFK2			3/12/2009	P	3/15/2011	5,000	2,650				2,350		
2	X	AGL RESOURCE INC	001204106			3/17/2011	P	10/19/2011	8,166	7,772				394		
3	X	BANK OF AMERICA CORP	060505104			10/7/2010	P	12/20/2011	2,527	6,681				-4,154		
4	X	CONSOLIDATED EDISON	209115104			10/23/2007	P	10/31/2011	17,365	13,644				3,721		
5	X	COUNTRYWIDE FINL MTNS	22238HAR1			12/11/2008	P	11/9/2011	1,705	1,522				183		
6	X	COUNTRYWIDE FINL MTNS	22238HAZ3			8/27/2007	P	11/9/2011	4,202	3,780				422		
7	X	FIRST ENERGY CORP	337832107			10/4/2007	P	3/3/2011	15	33				-18		
8	X	FIRST ENERGY CORP	337832107			10/4/2007	P	5/17/2011	3,007	5,478				-2,471		
9	X	FIRST ENERGY CORP	337832107			9/28/2010	P	5/17/2011	1,529	1,248				281		
10	X	FIRST ENERGY CORP	337832107			9/28/2010	P	5/17/2011	1,497	1,222				275		
11	X	FIRST ENERGY CORP	337832107			10/8/2010	P	5/17/2011	11,838	10,018				1,820		
12	X	GLAXOSMITHKLINE PLC	37733W105			9/18/2008	P	5/19/2011	8,648	8,774				-126		
13	X	ING GROEP NV PERPETUAL	456837202			8/12/2010	P	11/21/2011	5,400	6,559				-1,159		
14	X	ISHARES S&P 100 INDEX	464287101			5/31/2006	P	3/1/2011	11,785	11,638				147		
15	X	MICROSOFT CORP	594918104			10/13/2010	P	1/6/2011	5,560	5,030				530		
16	X	MORGAN STANLEY	617446448			10/19/2011	P	10/31/2011	5,506	5,039				467		
17	X	SOUTHWEST GAS CORP	844895102			8/3/2007	P	4/26/2011	7,770	6,190				1,580		
18	X	WELLS FARGO & CO	949746101			2/9/2007	P	3/1/2011	12,676	14,216				-1,540		
19	X	WELLS FARGO & CO	949746101			5/9/2007	P	3/1/2011	19,014	21,582				-2,568		
20														0		

Line 16b (990-PF) - Accounting Fees

		820	229	0	591
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BROWN, SMITH, & SETTLE LLC	820	229		591
2	BROWN, SMITH & SETTLE LLC				
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income				
3	Income tax				
4	FOREIGN TAXES PAID	35	35		
5	Federal Taxes Prior Year	131			
6	Federal Current Year Tax Payments	320			
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	507,419	510,709	526,971
			468,184				
1	ALLEGHENY ENERGY CVEX FE 66.3 SHAR	200	7,980				
2	AMEREN CORP	200	8,382	8,382		4,848	
3	AMERIANA BANCORP	1,000	4,230	4,230	8,382	5,638	6,626
4	BANK AMERICA CORP	200	9,353	2,672	4,230	3,870	4,020
5	BB&T CORP	300	9,771	9,771	2,672	9,338	1,112
6	BRISTOL MYERS	400	10,024	10,024	9,771	7,887	7,551
7	CISCO SYSTEMS	500	3,228	10,418	10,024	10,592	14,096
8	CONSOLIDATED EDISON	300	13,644		10,418	2,023	9,040
9	EDISON INTL	100	3,136	3,136		14,871	
10	EMC CORP	600	12,669	12,669	3,136	3,860	4,140
11	EMERSON ELECTRIC	200	6,302	12,669	12,669	13,740	12,924
12	FIRST ENERGY	261	10,018	6,302	6,302	11,434	9,318
13	GENERAL ELECTRIC	600	12,804	10,018		9,662	
14	GLAXOSMITHKLINE	200	8,774	12,804	12,804	10,974	10,746
15	GREAT PLAINS ENERGY	200	4,623	8,774		7,844	
16	HUNTINGTON BANCSHARES	1,200	6,411	4,623	4,623	3,878	4,356
17	INTEL	300	6,573	6,411	6,411	8,244	6,588
18	ISHARES DOW JONES US REG BK	200	5,988	6,573	6,573	6,309	7,275
19	ISHARES S&P US PFD	100	3,637	5,988	5,988	4,948	4,232
20	ISHARES S&P 100 INDEX	200	11,638	3,637	3,637	3,880	3,562
21	JPMORGAN CHASE	1,166	30,558	11,638	30,558	11,334	
22	ING GROUP PERPETUAL DEBT	300	6,559			49,462	38,770
23	MICROSOFT CORP	200	5,030	6,559		6,855	
24	NEXTERA ENERGY	400	11,796	5,030		5,582	
25	NOVARTIS ADR	100	5,704	11,796	11,796	20,796	24,352
26	OLD NATIONAL BANCORP	300	3,504	5,704	5,704	5,895	5,717
27	PEPCO	375	8,524	3,504	3,504	3,567	3,495
28	PFIZER	200	4,776	8,524	8,524	6,844	7,613
29	SECTOR SPDR INDUSTRIAL	269	10,698	4,776	4,776	3,502	4,328
30	SEMPRA ENERGY	200	11,764	10,698	10,698	9,380	9,079
31	SOUTHWEST GAS	200	6,190	11,764	11,764	10,496	11,000
32	SPDR S&P MID 400	100	7,925	6,190		7,334	
33	UNUMPROVIDENT	500	10,024	7,925	7,925	16,468	15,949
34	VECTREN	1,000	13,065	10,024	10,024	12,110	10,535
35	WELL FARGO	4,365	112,298	13,065	27,198	12,690	30,230
36	BANK OF AMERICA BMLPRI	560	11,554	112,298	116,641	120,861	120,299
37	BANK OF AMERICA BMLPRG	1,000	5,870	11,554	11,554	12,314	10,209
38	BANK OF AMERICA BMLPRH	362	4,888	5,870	16,370	6,180	13,700
39	HARTFORD FINL PFD	1,000	24,161	4,888	4,888	5,553	4,970
40	MORGAN STANLEY PFD	500	5,071	24,161	24,161	25,610	18,780
41	ZIONS BANCOPR PFD C	360	9,040	5,071	9,208	4,820	7,355
42	ALCOA INC	300	0	9,040	9,040	9,216	9,086
43	CENTERPOINT ENERGY	300	0	0	2,978	0	2,595
44	ELI LILLY	300	0	0	5,241	0	6,027
					11,606	0	12,468

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			468,184	507,419	510,709	526,971
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
45	EMPIRE DISTRICT ELECTRIC	400	0	7,582		8,436
46	FERRO CORP	1,100	0	5,902		5,379
47	LINCOLN NATL CORP	300	0	5,996		5,826
48	MERCK & CO INC	400	0	14,136		15,080
49	METLIFE INC	100	0	3,649		3,118
50	PNC BANCORP	100	0	6,153		5,767
51	ZION BANCORP PFD A	200		3,614		3,310
52	SUNTRUST PFD A	400		8,589		7,912
53						
54						
55						
56						
57						
58						
59						
60						
61						
62						
63						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

						27,726	19,774	34,236	24,407
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	APPALACHIAN POWER	7.00%	4/1/2038	9,930	9,930	11,554	13,421		
2	CITIGROUP SR NOTE	6.88%	3/5/2038	9,844	9,844	11,092	10,986		
3	CITIGROUP GLB	5.38%	9/15/2020	2,650		4,928			
4	COUNTRYWIDE FIN	6.00%	2/8/2036	3,780		4,759			
5	COUNTRYWIDE FIN	6.00%	11/14/2035	1,522		1,903			
6									
7									
8									
9									
10									

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		1,718	1,718	1,718	0	0	0	0
	Item or Category	Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1	ORGANIZATIONAL COST 12/03/1998	1,718	1,718	1,718	0	0	0	0
2					0	0		
3					0	0		
4					0	0		
5					0	0		
6					0	0		
7					0	0		
8					0	0		
9					0	0		
10					0	0		

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount																
		Long Term CG Distributions																
		Short Term CG Distributions																
		0																
		0																
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		133,210	133,076	134	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses				
1	Citigroup Global Mkts Hldg	17307XFK2	P	3/12/2009	3/15/2011			Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss							
2	AGL RESOURCE INC	001204106	P	3/17/2011	10/19/2011			5,000	0	2,650	2,350		0	2,350				
3	BANK OF AMERICA CORP	060505104	P	10/7/2010	12/20/2011			8,166	0	7,772	394		0	394				
4	CONSOLIDATED EDISON	209115104	P	10/23/2007	10/31/2011			2,527	0	6,681	-4,154		0	-4,154				
5	COUNTRYWIDE FINL MTNS	22238HAR1	P	12/11/2008	11/9/2011			17,365	0	13,644	3,721		0	3,721				
6	COUNTRYWIDE FINL MTNS	22238HAZ3	P	8/27/2007	11/9/2011			1,705	0	1,522	183		0	183				
7	FIRST ENERGY CORP	337932107	P	10/4/2007	3/3/2011			4,202	0	3,780	422		0	422				
8	FIRST ENERGY CORP	337932107	P	10/4/2007	5/17/2011			15	0	33	-18		0	-18				
9	FIRST ENERGY CORP	337932107	P	9/28/2010	5/17/2011			3,007	0	5,478	-2,471		0	-2,471				
10	FIRST ENERGY CORP	337932107	P	9/28/2010	5/17/2011			1,529	0	1,248	281		0	281				
11	FIRST ENERGY CORP	337932107	P	10/8/2010	5/17/2011			1,497	0	1,222	275		0	275				
12	GLAXOSMITHKLINE PLC	37733W105	P	9/18/2008	5/19/2011			11,838	0	10,018	1,820		0	1,820				
13	ING GROEP NV PERPETUAL	456837202	P	8/12/2010	11/21/2011			8,648	0	8,774	-126		0	-126				
14	ISHARES S&P 100 INDEX	464287101	P	5/31/2006	3/1/2011			5,400	0	6,559	-1,159		0	-1,159				
15	MICROSOFT CORP	594818104	P	10/13/2010	1/6/2011			11,785	0	11,638	147		0	147				
16	MORGAN STANLEY	617446448	P	10/19/2011	10/31/2011			5,560	0	5,030	530		0	530				
17	SOUTHWEST GAS CORP	844895102	P	8/3/2007	4/26/2011			5,506	0	5,039	467		0	467				
18	WELLS FARGO & CO	949746101	P	2/9/2007	3/1/2011			7,770	0	6,190	1,580		0	1,580				
19	WELLS FARGO & CO	949746101	P	5/9/2007	3/1/2011			12,676	0	14,216	-1,540		0	-1,540				
20	WELLS FARGO & CO	949746101	P	5/9/2007	3/1/2011			19,014	0	21,582	-2,568		0	-2,568				
								0	0	0	0		0	0				

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		1 0
2 First quarter estimated tax payment		2 0
3 Second quarter estimated tax payment	5/13/2011	3 320
4 Third quarter estimated tax payment		4 0
5 Fourth quarter estimated tax payment		5 0
6 Other payments		6
7 Total		7 320

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1 Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	24,820
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	24,820

DIRECT PUBLIC SUPPORT**Total:** 40,141

1 THOMAS A RUDER/CONTRIBUTOR	1	40,141
2	2	
3	3	
4	4	
5	5	

990PF XV**Total:** 529,803

1 THOMAS A RUDER	1	518,632
2 SHARON K RUDER	2	11,171
3	3	
4	4	
5	5	

Part VII-A, Line 10 (990-PF) - Substantial Contributors

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	THOMAS A RUDER		PO BOX 2482	EVANSVILLE	IN	47728-0482	
2	SHARON K RUDER		PO BOX 2482	EVANSVILLE	IN	47728-0482	
3							
4							
5							
6							
7							
8							
9							
10							

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

0

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation-
1	THOMAS A RUDER		PO BOX 2482	EVANSVILLE	IN	47728		PRESIDENT	4.00	0
2	SHARON K RUDER		PO BOX 2482	EVANSVILLE	IN	47728		SECRETARY	2.00	0
3										
4										
5										
6										
7										
8										
9										
10										