



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



990-PF

Form

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation NINA MASON PULLIAM CHARITABLE TRUST		A Employer identification number 35-6644088						
Number and street (or P.O. box number if mail is not delivered to street address) 135 NORTH PENNSYLVANIA STREET		B Telephone number (see instructions) (317) 231-6075						
Room/suite 1200								
City or town, state, and ZIP code INDIANAPOLIS, IN 46204								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 330,541,563.		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	10,953.	10,953.		
4	Dividends and interest from securities	2,236,092.	2,236,092.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,856,617.			
b	Gross sales price for all assets on line 6a 71,916,181.				
7	Capital gain net income (from Part IV, line 2)		13,181,847.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-13,070,284.	3,704,090.		ATCH 1
12	Total. Add lines 1 through 11	-4,966,622.	19,132,982.		
13	Compensation of officers, directors, trustees, etc.	717,650.	287,460.		430,020.
14	Other employee salaries and wages	1,438,758.	92,909.		1,347,720.
15	Pension plans, employee benefits	644,249.	115,367.		515,814.
16a	Legal fees (attach schedule) ATCH 2	80,249.	38,580.		44,378.
b	Accounting fees (attach schedule) ATCH 3	40,288.	8,058.		17,705.
c	Other professional fees (attach schedule)	1,607,261.	1,528,587.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	-82,855.	183,669.		692.
19	Depreciation (attach schedule) and depletion	54,705.	5,470.		
20	Occupancy	363,852.	33,129.		215,939.
21	Travel, conferences, and meetings	131,437.	25,176.		103,111.
22	Printing and publications	47,614.	404.		46,707.
23	Other expenses (attach schedule) ATCH 6	449,083.	1,318,723.		377,215.
24	Total operating and administrative expenses. Add lines 13 through 23	5,492,291.	3,637,532.		3,099,301.
25	Contributions, gifts, grants paid	14,667,499.			13,000,000.
26	Total expenses and disbursements. Add lines 24 and 25	20,159,790.	3,637,532.		16,099,301.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-25,126,412.			
b	Net investment income (if negative, enter -0-)		15,495,450.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 4 JSA ** ATCH 5

Form 990-PF (2011)

1E1410 1 000
SB8708 D310

V 11-6.1

48518

SCANNED NOV 18 2012

SCANNED NOV 19 2012

REGISTERED
OSCAR
NOV 18 2012
OSCARg/m
12

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		1,627,105.	439,191.	439,191.
	2	Savings and temporary cash investments		13,760,832.	10,932,766.	10,932,766.
	3	Accounts receivable ▶ 4,710,634.				
		Less: allowance for doubtful accounts ▶		6,375,951.	4,710,634.	4,710,634.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		94,640.	96,514.	96,514.
	10 a	Investments - U.S. and state government obligations (attach schedule). **		34,890,041.	31,651,540.	31,651,540.
	b	Investments - corporate stock (attach schedule) ATCH 8		18,124,917.	25,900,058.	25,900,058.
	c	Investments - corporate bonds (attach schedule).				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9		278,917,718.	256,289,509.	256,289,509.	
14	Land, buildings, and equipment basis ▶		938,726.			
	Less: accumulated depreciation ▶		754,645.	159,341.	184,081.	
15	Other assets (describe ▶ ATCH 10)		316,565.	337,270.	337,270.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		354,267,110.	330,541,563.	330,541,563.	
Liabilities	17	Accounts payable and accrued expenses		527,410.	715,463.	
	18	Grants payable		3,118,161.	4,785,661.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 11)		848,184.	393,496.	
	23	Total liabilities (add lines 17 through 22)		4,493,755.	5,894,620.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		371,934,994.	371,934,994.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		-22,161,639.	-47,288,051.	
	30	Total net assets or fund balances (see instructions)		349,773,355.	324,646,943.	
	31	Total liabilities and net assets/fund balances (see instructions)		354,267,110.	330,541,563.	

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	349,773,355.
2	Enter amount from Part I, line 27a	2	-25,126,412.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	324,646,943.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	324,646,943.

**ATCH 7

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	13,181,847.	
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	0	

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	14,587,121.	325,232,481.	0.044851
2009	17,401,518.	292,537,552.	0.059485
2008	18,880,522.	350,853,394.	0.053813
2007	18,218,330.	394,861,901.	0.046138
2006	17,025,764.	367,995,236.	0.046266
2 Total of line 1, column (d)			2 0.250553
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 0.050111
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 345,570,509.
5 Multiply line 4 by line 3			5 17,316,884.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 154,955.
7 Add lines 5 and 6			7 17,471,839.
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 16,099,301.

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	309,909.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	309,909.
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	309,909.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	337,504.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	337,504.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	27,595.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 27,595. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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
4a 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?		X
If "Yes," attach the statement required by General Instruction T		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► AZ, 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

Form 990-PF (2011)

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?	13	X	
Website address <u>NMPCT.ORG</u>				
14	The books are in care of <u>NINA MASON PULLIAM CHARITABLE</u> Telephone no <u>(317) 231-6075</u>			
Located at <u>ATTACHMENT 12</u> ZIP + 4 <u>46204-2400</u>				
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
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)	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)	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

Form 990-PF (2011)

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)?

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?

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?

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
ATTACHMENT 13		717,650.	113,816.	5,904.

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
MARY K. PRICE INDIANAPOLIS, IN	DIR GRANT ADM 40.00	127,325.	30,488.	295.
EDMUND PORTNOY PHOENIX, AZ	DIR GRANTS AZ 40.00	168,080.	43,048.	1,188.
MICHAEL TWYMAN INDIANAPOLIS, IN	DIR GRANTS IN 40.00	158,620.	41,676.	2,418.
ROBERT BERGER PHOENIX, AZ	PROGRAM AZ 40.00	116,380.	25,447.	0
SHERRI HOY INDIANAPOLIS, IN	PROGRAM IN 40.00	102,300.	24,502.	0

Total number of other employees paid over \$50,000 ☐ 10

Form 990-PF (2011)

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
CAMBRIDGE ASSOCIATES BOSTON, MA	INV. CONSULTING	698,436.
FIRST STATE INVESTMENTS EDINBURGH, SCOTLAND	INV. MANAGEMENT	114,690.
SILCHESTER INTERNATIONAL INVESTORS, LLC NEW YORK, NY	INV. MANAGEMENT	135,668.
AXIOM INTERNATIONAL INVESTORS, LLC GREENWICH, CT	INV. MANAGEMENT	127,676.
K. GROUP SCOTTSDALE, AZ	COMMUNIC CONSULTING	181,940.
Total number of others receiving over \$50,000 for professional services		7

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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	346,898,570.
b	Average of monthly cash balances	1b	1,977,481.
c	Fair market value of all other assets (see instructions)	1c	1,956,953.
d	Total (add lines 1a, b, and c)	1d	350,833,004.
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	350,833,004.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,262,495.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	345,570,509.
6	Minimum investment return. Enter 5% of line 5	6	17,278,525.

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	17,278,525.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	309,909.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	309,909.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,968,616.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,968,616.
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	16,968,616.

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	16,099,301.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,099,301.
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	16,099,301.

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				16,968,616.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			12,749,969.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 16,099,301.				
a Applied to 2010, but not more than line 2a			12,749,969.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				3,349,332.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				13,619,284.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATTACHMENT 14

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

SEE ATTACHED INFORMATION SHEET

c Any submission deadlines

SEE ATTACHED INFORMATION SHEET

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

SEE ATTACHED INFORMATION SHEET

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED PAYMENTS RECONCILIATION REPORT				13,000,000.
Total			3a	13,000,000.
b Approved for future payment SEE ATTACHED PAYMENTS RECONCILIATION REPORT				2,106,500.
Total			3b	2,106,500.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

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

- | | | Yes | No |
|----------|---|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

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

**Sign
Here**

Signature of officer or trustee

11/9/2012
Date

► ExecVP é CFO
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN	
------	--

Firm's name ► BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ► 201 N. ILLINOIS STREET
INDIANAPOLIS, IN

46204

Phone no 317.383.4000

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

NINA MASON PULLIAM CHARITABLE TRUST

35-6644088

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

3

4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet

4

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶

5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

13,181,847.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

10 Gain from Form 4797, Part I

10

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet

11

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶

12

13,181,847.

For Paperwork Reduction Act Notice, see the instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		13,181,847.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		13,181,847.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero.	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23.	25		
26	Subtract line 25 from line 24.	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

NINA MASON PULLIAM CHARITABLE TRUST

35-6644088

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a ADAGE CAPITAL K-1 PASS THROUGH	VARIOUS	VARIOUS			1,619,680.
HHR TITAN K-1 PASS THROUGH	VARIOUS	VARIOUS			1,740,859.
HS INVESTMENT MANAGEMENT	VARIOUS	VARIOUS	7,911,849.	6,681,314.	1,230,535.
MCDONALD CAPITAL	VARIOUS	VARIOUS	850,450.	604,044.	246,406.
LEVIN CAPITAL MANAGEMENT	VARIOUS	VARIOUS	15,843,884.	15,222,031.	621,853.
SOUTHEASTERN	VARIOUS	VARIOUS		-310,367.	310,367.
IVA INVESTMENTS	VARIOUS	VARIOUS		-417,500.	417,500.
CHILTON	VARIOUS	VARIOUS	1,000,000.	1,107,973.	-107,973.
OVERLOOK CAPITAL K-1 PASS THROUGH	VARIOUS	VARIOUS			403,528.
CITY OF LONDON K-1 PASS THROUGH	VARIOUS	VARIOUS			197,141.
GRESHAM A+	VARIOUS	VARIOUS	3,500,000.	2,661,904.	838,096.
SILCHESTER K-1 PASS THROUGH	VARIOUS	VARIOUS			774,733.
FIRST STATE K-1 PASS THROUGH	VARIOUS	VARIOUS			1,213,521.
ABSOLUTE RETURN MANAGERS	VARIOUS	VARIOUS	1,974,454.	1,851,384.	123,070.
ABSOLUTE RETURN K-1 PASS THROUGH	VARIOUS	VARIOUS			140,892.
PE, VC MANAGERS K-1 PASS THROUGH	VARIOUS	VARIOUS			191,015.
ELL INTERNATIONAL REIT	VARIOUS	VARIOUS	2,000,000.	1,509,767.	490,233.
T. ROWE PRICE	VARIOUS	VARIOUS	2,000,000.	2,086,150.	-86,150.
VAN ECK GOLD FUND	VARIOUS	VARIOUS	1,000,000.	932,696.	67,304.
INVESTMENT RESEARCH AND MANAGEMENT TIPS	VARIOUS	VARIOUS	5,759,180.	5,335,320.	423,860.
STANDISH MELLON ASSET MANAGEMENT	VARIOUS	VARIOUS	19,268,025.	17,955,896.	1,312,129.
BRANDYWINE K-1 PASS THROUGH	VARIOUS	VARIOUS			434,735.
CLIFTON GROUP	VARIOUS	VARIOUS	349,918.	539.	349,379.
OTHER MANAGERS	VARIOUS	VARIOUS	84,068.		84,068.
457B PLAN LOSS	VARIOUS	VARIOUS		-4,731.	4,731.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Employer identification number

35-6644088

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	13,181,847.
---	-------------

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		ADAGE CAPITAL K-1 PASS THROUGH PROPERTY TYPE: SECURITIES				VARIOUS 1,619,680.	VARIOUS
		HHR TITAN K-1 PASS THROUGH PROPERTY TYPE: SECURITIES				VARIOUS 1,740,859.	VARIOUS
7,911,849.		HS INVESTMENT MANAGEMENT PROPERTY TYPE: SECURITIES 6,681,314.				VARIOUS 1,230,535.	VARIOUS
850,450.		MCDONALD CAPITAL PROPERTY TYPE: SECURITIES 604,044.				VARIOUS 246,406.	VARIOUS
15843884.		LEVIN CAPITAL MANAGEMENT PROPERTY TYPE: SECURITIES 15222031.				VARIOUS 621,853.	VARIOUS
		SOUTHEASTERN PROPERTY TYPE: SECURITIES -310,367.				VARIOUS 310,367.	VARIOUS
		IVA INVESTMENTS PROPERTY TYPE: SECURITIES -417,500.				VARIOUS 417,500.	VARIOUS
1,000,000.		CHILTON PROPERTY TYPE: SECURITIES 1,107,973.				VARIOUS -107,973.	VARIOUS
		OVERLOOK CAPITAL K-1 PASS THROUG PROPERTY TYPE: SECURITIES				VARIOUS 403,528.	VARIOUS
		CITY OF LONDON K-1 PASS THROUGH PROPERTY TYPE: SECURITIES				VARIOUS 197,141.	VARIOUS
3,500,000.		GRESHAM A+ PROPERTY TYPE: SECURITIES 2,661,904.				VARIOUS 838,096.	VARIOUS
		SILCHESTER K-1 PASS THROUGH PROPERTY TYPE: SECURITIES				VARIOUS 774,733.	VARIOUS

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		FIRST STATE K-1 PASS THROUGH PROPERTY TYPE: SECURITIES				P	VARIOUS 1,213,521.	VARIOUS
1,974,454.		ABSOLUTE RETURN MANAGERS PROPERTY TYPE: SECURITIES 1,851,384.				P	VARIOUS 123,070.	VARIOUS
		ABSOLUTE RETURN K-1 PASS THROUGH PROPERTY TYPE: SECURITIES				P	VARIOUS 140,892.	VARIOUS
		PE, VC MANAGERS K-1 PASS THROUGH PROPERTY TYPE: SECURITIES				P	VARIOUS 191,015.	VARIOUS
2,000,000.		ELL INTERNATIONAL REIT PROPERTY TYPE: SECURITIES 1,509,767.				P	VARIOUS 490,233.	VARIOUS
2,000,000.		T. ROWE PRICE PROPERTY TYPE: SECURITIES 2,086,150.				P	VARIOUS -86,150.	VARIOUS
1,000,000.		VAN ECK GOLD FUND PROPERTY TYPE: SECURITIES 932,696.				P	VARIOUS 67,304.	VARIOUS
5,759,180.		INVESTMENT RESEARCH AND MANAGEMENT TIPS PROPERTY TYPE: SECURITIES 5,335,320.				P	VARIOUS 423,860.	VARIOUS
19268025.		STANDISH MELLON ASSET MANAGEMENT PROPERTY TYPE: SECURITIES 17955896.				P	VARIOUS 1,312,129.	VARIOUS
		BRANDYWINE K-1 PASS THROUGH PROPERTY TYPE: SECURITIES				P	VARIOUS 434,735.	VARIOUS
349,918.		CLIFTON GROUP PROPERTY TYPE: SECURITIES 539.				P	VARIOUS 349,379.	VARIOUS
84,068.		OTHER MANAGERS PROPERTY TYPE: SECURITIES				P	VARIOUS 84,068.	VARIOUS

FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10374353.		457B PLAN LOSS PROPERTY TYPE: SECURITIES -4,731.				P	VARIOUS 4,731.	VARIOUS
		HEDGE FUNDS 10234018.					VARIOUS 140,335.	VARIOUS
TOTAL GAIN(LOSS)							<u>13181847.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNREALIZED GAIN ON INVESTMENTS		
PARTNERSHIP K-1 INFORMATION:		
ORDINARY BUSINESS INCOME (LOSS)		
INTEREST INCOME		577,584.
DIVIDEND INCOME		957,986.
ROYALTY INCOME		2,142,943.
ORDINARY INCOME (LOSSES)		4,178.
NET REAL ESTATE INCOME (LOSSES)		25,307.
		-3,908.
TOTALS	<u>-13,070,284.</u>	<u>3,704,090.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GUST ROSENFELD P.L.C. BAKER & DANIELS	2,460. 77,789.	246. 38,334.		2,214. 39,455.
TOTALS	80,249.	38,580.		41,669.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BKD LLP	40,288.	8,058.		17,705.
TOTALS	40,288.	8,058.		17,705.

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CAMBRIDGE ASSOCIATES	698,436.	698,436.
BANK OF NEW YORK MELLON	70,493.	70,493.
STANDISH MELLON	9,551.	9,551.
MCDONALD	76,766.	76,766.
INVESTMENT RESEARCH & MGMT	7,091.	7,091.
HS MANAGEMENT	83,409.	83,409.
CLIFTON	51,565.	51,565.
FIRST STATE INVESTMENTS	114,690.	114,690.
AXIOM INTERNATIONAL	127,676.	127,676.
SILCHESTER INTERNATIONAL	135,668.	135,668.
BRADYWINE	84,736.	84,736.
ADAGE	78,674.	
LEVIN	68,506.	68,506.
TOTALS	<u>1,607,261.</u>	<u>1,528,587.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CURRENT EXCISE TAX EXPENSE	327,991.		
DEFERRED EXCISE TAXES	-412,600.		
PERSONAL PROPERTY TAXES	692.		692.
K-1 FLOW THRU FOREIGN TAX PAID		182,607.	
INVESTMENT TAXES-OTHER	1,062.	1,062.	
TOTALS	<u>-82,855.</u>	<u>183,669.</u>	<u>692.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONSULTING-ORGANIZATIONAL	24,040.		24,499.
CONSULTING-COMMUNICATIONS	192,902.		142,585.
SUPPLIES	9,820.	940.	8,735.
INSURANCE	38,883.	5,833.	32,973.
POSTAGE - EXPRESS MAIL	7,381.		7,728.
EMPLOYEE DEVELOPMENT	16,213.	2,618.	14,120.
TELECOMMUNICATION COSTS	24,740.	3,329.	21,967.
COMPUTER MAINT. - WEB COSTS	22,587.	3,250.	21,154.
MEMBERSHIP TO ORGANIZATIONS	35,915.	1,000.	34,350.
OTHER EXPENSES	76,602.	7,736.	69,104.
K-1 INVESTMENT PORTFOLIO DED.		1,294,017.	
TOTALS	<u>449,083.</u>	<u>1,318,723.</u>	<u>377,215.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STANDISH MELLON TREASURY MANAGER	24,659,819.	22,385,787.	22,385,787.
INVESTMENT RESEARCH & MGMT	10,230,222.	9,265,753.	9,265,753.
US OBLIGATIONS TOTAL	<u>34,890,041.</u>	<u>31,651,540.</u>	<u>31,651,540.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MCDONALD CAPITAL EQUITIES HELD	8,602,181.	9,671,644.	9,671,644.
HS MANAGEMENT EQUITIES HELD	9,522,736.	8,420,353.	8,420,353.
LEVIN CAPITAL		7,808,061.	7,808,061.
TOTALS	<u>18,124,917.</u>	<u>25,900,058.</u>	<u>25,900,058.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VAN ECK GOLD FUND	4,002,909.	2,282,769.	2,282,769.
HHR ASSET MANAGEMENT	11,594,244.	12,025,772.	12,025,772.
LEVIN CAPITAL	9,693,585.		
SOUTHEASTERN ASSET MANAGEMENT			
LONGLEAF	4,650,243.	4,733,355.	4,733,355.
ADAGE CAPITAL FUND	15,437,696.	16,313,728.	16,313,728.
VALINOR		4,431,797.	4,431,797.
CONATUS CAPITAL		4,701,800.	4,701,800.
CI CAPITAL		975,352.	975,352.
SILCHESTER INTERNATIONAL			
INVESTORS	13,714,719.	13,105,058.	13,105,058.
IVA	8,741,273.	8,586,724.	8,586,724.
AXIOM INTERNATIONAL FUND II	14,439,012.	9,544,763.	9,544,763.
MFS FUND	8,850,491.	7,982,732.	7,982,732.
FIRST STATE EMERGING EQUITIES	13,021,707.	12,363,673.	12,363,673.
OVERLOOK	8,665,806.	8,617,287.	8,617,287.
CITY OF LONDON	8,552,183.	6,681,300.	6,681,300.
EII INTERNATIONAL REAL ESTATE			
FUND	7,638,011.	5,439,657.	5,439,657.
T ROWE PRICE NEW ERA FUND	8,196,498.	5,297,848.	5,297,848.
CHILTON NATURAL RESOURCES	8,559,621.	5,227,592.	5,227,592.
GRESHAM TAP COMMODITIES FUND	16,184,003.	11,383,729.	11,383,729.
BRADYWINE INTERNATIONAL BOND			
FUND	19,093,664.	16,982,168.	16,982,168.
ABSOLUTE RETURN INVESTMENTS:			
TACONIC OFFSHORE FUND	4,669,700.	4,545,290.	4,545,290.
SATELLITE OVERSEAS FUND	44,867.		
SHEPHERD INVESTMENTS			
INTERNATIONAL	840,663.	437,827.	437,827.
DAVIDSON KEMPNER			
INSTITUTIONAL PARTNERS LP	4,341,529.	4,396,840.	4,396,840.
GRUSS GLOBAL INVESTORS	4,119,006.	4,054,784.	4,054,784.
LITESPEED OFFSHORE FUND	5,533,634.	5,772,382.	5,772,382.

ATTACHMENT 9 (CONT'D)FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MASON CAPITAL	5,715,077.	5,979,480.	5,979,480.
OWL CREEK	4,574,466.	3,852,525.	3,852,525.
BLACKSTONE ALTERNATIVE INVESTMENTS	59,089.	9,052.	9,052.
CONTRARIAN FUND I	5,989,311.	4,403,812.	4,403,812.
HEDGE FUND INVESTMENTS:			
ROYAL CAPITAL	3,815,818.	4,756,064.	4,756,064.
HIGHLINE CAPITAL INTERNATIONAL	4,808,627.	4,935,228.	4,935,228.
BEACON INTERNATIONAL FUND			
SIRIOS OVERSEAS FUND	4,054,248.	3,981,747.	3,981,747.
HIGHSIDE OFFSHORE LTD	4,308,905.		
INDUS ASIA PACIFIC FUND	5,346,329.	4,952,251.	4,952,251.
SCP ATLANTIC FUND	6,332,792.		
VIKING GLOBAL EQUITIES III	4,626,319.	5,991,166.	5,991,166.
NON-MARKETABLE INVESTMENTS:			
CA ASSOCIATES - BAIN X	1,822,262.	2,482,975.	2,482,975.
DOVER STREET VII FUND	2,312,191.	3,898,907.	3,898,907.
NATURAL GAS PARTNERS IX LP	2,615,052.	3,876,206.	3,876,206.
GOLDMAN SACHS DISTRESSED	759,726.	1,202,937.	1,202,937.
ASIA ALTERNATIVES	875,505.	2,173,998.	2,173,998.
WELSH CARSON ANDERSON & STOWE XI	651,324.	1,088,196.	1,088,196.
SVB IV STRATEGIC INVESTORS	605,300.	1,525,887.	1,525,887.
SCALE CAPITAL	981,285.	1,840,917.	1,840,917.
SV LIFE SCIENCES FUND V	142,214.	423,034.	423,034.
COMMONFUND NATURAL			
RESOURCES FUND XIII	677,900.	1,124,108.	1,124,108.
REALTY ASSOCIATES FUND IX	1,133,095.	1,963,559.	1,963,559.
CROW HOLDINGS REALTY PARTNERS V	1,192,571.	2,910,257.	2,910,257.
OAKTREE OPPORTUNITIES FUND VIII	810,608.	1,555,230.	1,555,230.

ATTACHMENT 9 (CONT'D)FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER:			
SEIX			
CLIFTON GROUP	23,886.	78,927.	78,927.
ANCHORAGE CAPITAL	5,823,340.	5,429,596.	5,429,596.
FIR TREE INTERNATIONAL	4,168,844.	4,251,048.	4,251,048.
NORTH RUN CAPITAL	4,106,570.	4,659,443.	4,659,443.
LEVEL EQUITY		264,499.	264,499.
LEGACY VENTURE FUND		109,679.	109,679.
ENCAP ENERGY FUND		388,360.	388,360.
OAKTREE OPPORTUNITIES FUND			
VIIIB		296,194.	296,194.
TOTALS	<u>278,917,718.</u>	<u>256,289,509.</u>	<u>256,289,509.</u>

Book Asset Detail 1/01/11 - 12/31/11

Asset	*	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	c	Book Sal Value	Book Prior Deprec	Book Current Deprec	Book End Deprec	Book Net Book Value	Book Method	Book Life
Group: Automobiles													
24		HMI car for Phx.	2/23/06	27,933.83	0.00		0.00	27,002.72	931.11	27,933.83	0.00	S/L	5.0000
		Automobiles		27,933.83	0.00		0.00	27,002.72	931.11	27,933.83	0.00		
Group: Equipment													
1		MS licenses	2/02/10	4,599.57	0.00		0.00	1,405.42	1,533.19	2,938.61	1,660.96	S/L	3.0000
2		Dynamics Financial System	5/01/98	7,720.74	0.00		0.00	7,720.74	0.00	7,720.74	0.00	S/L	5.0000
3		Client Server - Gifts	4/14/04	33,105.00	0.00		0.00	33,105.00	0.00	33,105.00	0.00	S/L	3.0000
6	*	computer work for new banner	11/02/06	1,007.50	0.00		0.00	806.00	83.96	889.96	117.54	S/L	5.0000
7		shredder	1/22/07	1,599.00	0.00		0.00	1,252.55	319.80	1,572.35	26.65	S/L	5.0000
10		polycom for board room - Ind	4/12/10	810.74	0.00		0.00	121.61	162.15	283.76	526.98	S/L	5.0000
11		4 computers-RLLEP OptiPlex 745	4/01/07	4,924.00	0.00		0.00	4,924.00	0.00	4,924.00	0.00	S/L	3.0000
12	*	Laptop Dell Latitude D510	3/01/06	1,115.00	0.00		0.00	1,115.00	0.00	1,115.00	0.00	S/L	3.0000
13		Scanner - Phx. office	8/15/05	631.24	0.00		0.00	631.24	0.00	631.24	0.00	S/L	5.0000
14		computers-GD,DB OptiPlex 780	3/23/10	2,659.67	0.00		0.00	664.92	886.56	1,551.48	1,108.19	S/L	3.0000
16		computers-phx HML,CB,I.G,BG (# 780)	3/23/10	5,319.40	0.00		0.00	1,329.85	1,773.13	3,102.98	2,216.42	S/L	3.0000
17		computer-MKP OptiPlex 780	4/05/10	1,225.00	0.00		0.00	306.25	408.33	714.58	510.42	S/L	3.0000
21	*	Software License/Assurance	4/25/04	3,396.67	0.00		0.00	3,396.67	0.00	3,396.67	0.00	S/L	2.0000
22		printer-Benau/Dayna HP 2015	4/05/07	784.36	0.00		0.00	588.26	156.87	745.13	39.23	S/L	5.0000
26		MicroEdge-Documen Manager	6/01/99	2,300.00	0.00		0.00	2,300.00	0.00	2,300.00	0.00	S/L	5.0000
29	*	Web Site software	6/01/10	625.89	0.00		0.00	121.70	208.65	330.33	295.56	S/L	3.0000
30		2.2-yr war.& Dell D510 laptop	2/26/06	2,007.80	0.00		0.00	2,007.80	0.00	2,007.80	0.00	S/L	3.0000
31		benauers both offices	11/13/06	3,778.00	0.00		0.00	3,148.33	629.67	3,778.00	0.00	S/L	5.0000
32		deposit video conferencing - IN	12/31/07	14,688.00	0.00		0.00	8,812.80	2,937.60	11,750.40	2,937.60	S/L	5.0000
34		deposit Video Conf. Phx office	12/07/07	14,688.00	0.00		0.00	9,057.60	2,937.60	11,995.20	2,692.80	S/L	5.0000
35		dell Power Edge 2900 Tower server	1/18/08	4,870.00	0.00		0.00	2,840.83	974.00	3,814.83	1,055.17	S/L	5.0000
36		Dell Power Edge 2900 Tower server	1/18/08	3,576.75	0.00		0.00	2,086.44	715.35	2,801.79	774.96	S/L	5.0000
37		SenicWall TZ 180	1/18/08	821.85	0.00		0.00	479.41	164.37	643.78	178.07	S/L	5.0000
38		Printer for Rosanne. HP M2727	6/18/10	534.98	0.00		0.00	89.16	178.33	267.49	267.49	S/L	3.0000
39		converter-software	12/23/10	1,057.95	0.00		0.00	0.00	352.65	352.65	705.30	S/L	3.0000
41		Voice Mail - PHX office	6/15/99	510.99	0.00		0.00	510.99	0.00	510.99	0.00	S/L	3.0000
42		HPS-Indy phone system	8/01/99	20,031.00	0.00		0.00	20,031.00	0.00	20,031.00	0.00	S/L	5.0000
44		computers-DC,I.H,M.T.M.G,D.H (# 755)	2/01/08	6,285.00	0.00		0.00	6,110.42	174.58	6,285.00	0.00	S/L	3.0000
46		Projector for Phx. office	3/03/04	1,633.93	0.00		0.00	1,633.93	0.00	1,633.93	0.00	S/L	3.0000
47		Scanner Indy office	6/15/04	4,591.25	0.00		0.00	4,591.25	0.00	4,591.25	0.00	S/L	5.0000
49		dep.video conferencing equip Phx.	4/15/11	2,154.00	0.00	c	0.00	0.00	323.10	323.10	1,830.90	S/L	5.0000
52		computer B.Berger OptiPlex 755	2/01/08	1,307.00	0.00		0.00	1,270.70	36.30	1,307.00	0.00	S/L	3.0000
54		bal.video conf-Indy	2/01/08	10,643.00	0.00		0.00	6,208.42	2,128.60	8,337.02	2,305.98	S/L	5.0000
57		bal.video conf-Phx	2/01/08	12,501.00	0.00		0.00	7,292.25	2,500.20	9,792.45	2,708.55	S/L	5.0000
58		Phx video equip. office remodel	9/22/11	7,104.16	0.00	c	0.00	0.00	355.21	355.21	6,748.95	S/L	5.0000
59		OptiPlex 330 mini-tower-IN intern	10/11/08	594.00	0.00		0.00	445.50	148.50	594.00	0.00	S/L	3.0000
60		training Dynamics upgrade	8/23/08	1,721.76	0.00		0.00	1,339.15	382.61	1,721.76	0.00	S/L	3.0000
66		upgrade Dynamics training	7/25/08	3,607.50	0.00		0.00	2,906.04	701.46	3,607.50	0.00	S/L	3.0000
69		project work sensory tech.	11/18/09	4,045.00	0.00		0.00	1,460.69	1,348.33	2,809.02	1,235.98	S/L	3.0000
70		new software/license dynamics	7/25/08	3,508.00	0.00		0.00	2,825.88	682.12	3,508.00	0.00	S/L	3.0000
80		phone install. phx. office	4/23/01	10,743.21	0.00		0.00	10,743.21	0.00	10,743.21	0.00	S/L	5.0000
85		BK new computer OptiPlex 780	3/14/11	1,120.00	0.00	c	0.00	0.00	311.11	311.11	808.89	S/L	3.0000
86	*	Indpls Camers	1/15/01	499.00	0.00		0.00	499.00	0.00	499.00	0.00	S/L	3.0000
89		RB-new computer OptiPlex 780	3/14/11	1,120.00	0.00	c	0.00	0.00	311.11	311.11	808.89	S/L	3.0000
92		HMI computer IN OptiPlex 780	3/13/11	1,120.00	0.00	c	0.00	0.00	311.11	311.11	808.89	S/L	3.0000

Book Asset Detail 1/01/11 - 12/31/11

2/6/11 3:04 pm

Page 2

Asset	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	g	Book Sal Value	Book Prior Deprec	Book Current Deprec	Book End Deprec	Book Net Book Value	Book Method	Book Life
94	Lap top IN office	3/14/11	1,459.00	0.00	c	0.00	0.00	405.28	405.28	1,053.72	S/L	3,000
96	Laptop PHX office	3/14/11	1,459.00	0.00	c	0.00	0.00	405.28	405.28	1,053.72	S/L	3,000
97	AZ - Sonic Wall equip. & memory	3/14/11	1,210.57	0.00	c	0.00	0.00	336.27	336.27	874.30	S/L	3,000
108	computer upgrades	1/01/11	2,325.00	0.00	c	0.00	0.00	775.00	775.00	1,550.00	S/L	3,000
109	Web site software	5/21/02	1,061.54	0.00	c	0.00	1,061.54	0.00	1,061.54	0.00	S/L	3,000
110	computer upgrades	1/01/11	2,616.50	0.00	c	0.00	0.00	872.17	872.17	1,744.33	S/L	3,000
112	binding machine for ldy office	11/04/02	1,417.19	0.00		0.00	1,417.19	0.00	1,417.19	0.00	S/L	3,000
113	Printer L. Gilbreath HP 2300	7/14/03	674.98	0.00		0.00	674.98	0.00	674.98	0.00	S/L	3,000
114	Projector-Indianapolis	4/18/03	1,542.21	0.00		0.00	1,542.21	0.00	1,542.21	0.00	S/L	3,000
Equipment												
			226,452.90	0.00		0.00	160,875.93	26,930.53	187,806.46	38,646.44		
*Less: Dispositions			9,087.51	0.00		0.00	8,886.01	0.00	8,969.97	117.54		
Net Equipment			217,365.39	0.00		0.00	151,989.92	26,930.53	178,836.49	38,528.90		

Group: Furniture and Fixtures

8	Furniture / Files / artwork purchased from	1/01/99	58,203.24	0.00		0.00	58,203.24	0.00	58,203.24	0.00	S/L	5,000
18	glass top for Phx. office	2/06/03	1,194.23	0.00		0.00	1,194.23	0.00	1,194.23	0.00	S/L	5,000
23	sofa/tables for office - IN	2/23/10	1,647.75	0.00		0.00	274.63	329.55	604.18	1,043.57	S/L	5,000
25	Conference Table Phoenix office	5/11/99	1,211.95	0.00		0.00	1,211.95	0.00	1,211.95	0.00	S/L	5,000
27	table/chairs library	10/01/07	1,396.95	0.00		0.00	908.02	139.70	1,047.72	349.23	S/L	5,000
40	PHX-HM/PER office furniture PHX	4/15/99	8,457.77	0.00		0.00	8,457.77	188.84	8,457.77	598.00	S/L	5,000
43	rug for Phx. library	2/02/08	1,888.43	0.00		0.00	1,101.59	0.00	1,290.43	598.00	S/L	5,000
48	Office Depot-chairs PHX office	8/11/99	2,802.91	0.00		0.00	2,802.91	0.00	2,802.91	0.00	S/L	5,000
50	Prims/Frames ldy office	1/01/01	13,208.14	0.00		0.00	13,208.14	0.00	13,208.14	0.00	S/L	5,000
51	ldy office furniture	11/13/09	66,955.35	0.00		0.00	15,622.92	13,391.07	29,013.99	37,941.36	S/L	5,000
53	Chair for Grants in Phx	11/01/99	665.46	0.00		0.00	665.46	0.00	665.46	0.00	S/L	5,000
55	file cabinets	3/25/00	2,375.10	0.00		0.00	2,375.10	0.00	2,375.10	0.00	S/L	5,000
56	chairs-B.B. & B.M.	3/03/00	1,315.92	0.00		0.00	1,315.92	-0.00	1,315.92	0.00	S/L	5,000
61	office furniture-E.Portnoy	4/13/00	3,818.61	0.00		0.00	3,818.61	0.00	3,818.61	0.00	S/L	5,000
62	Conference room table	5/16/00	1,768.72	0.00		0.00	1,768.72	-0.00	1,768.72	0.00	S/L	5,000
64	Indy Wall Graphics	5/31/00	10,284.00	0.00		0.00	10,284.00	0.00	10,284.00	0.00	S/L	5,000
65	HMI artwork ldy office	3/23/01	1,520.00	0.00		0.00	1,520.00	0.00	1,520.00	0.00	S/L	5,000
67	grants admin. file cabinets	3/15/01	2,375.10	0.00		0.00	2,375.10	0.00	2,375.10	0.00	S/L	5,000
71	Phx. office work-K Group	6/16/00	1,936.25	0.00		0.00	1,936.25	0.00	1,936.25	0.00	S/L	5,000
72	Wall Graphics-K Group	4/01/00	675.00	0.00		0.00	675.00	0.00	675.00	0.00	S/L	5,000
73	ldy office furniture	8/01/00	2,961.00	0.00		0.00	2,961.00	0.00	2,961.00	0.00	S/L	5,000
75	fabric-ldy office remodel	8/01/00	1,121.37	0.00		0.00	1,121.37	0.00	1,121.37	0.00	S/L	5,000
76	fabric/research ldy remodel	8/01/00	412.50	0.00		0.00	412.50	0.00	412.50	0.00	S/L	5,000
78	ldy office furniture	10/01/00	1,204.50	0.00		0.00	1,204.50	0.00	1,204.50	0.00	S/L	5,000
79	Phoenix furniture	6/01/01	193,892.95	0.00		0.00	193,892.95	0.00	193,892.95	0.00	S/L	5,000
81	ldy-recep area decorations	11/07/00	881.38	0.00		0.00	881.38	0.00	881.38	0.00	S/L	5,000
82	ldy-Love Seats/Chairs	11/07/00	2,961.00	0.00		0.00	2,961.00	0.00	2,961.00	0.00	S/L	5,000
87	Exclaim Design consulting fees	5/01/01	9,712.50	0.00		0.00	9,712.50	0.00	9,712.50	0.00	S/L	5,000
91	Phx artwork	9/01/01	6,059.92	0.00		0.00	6,059.92	0.00	6,059.92	0.00	S/L	5,000
93	REFrigerator - PHX	4/30/01	737.02	0.00		0.00	737.02	0.00	737.02	0.00	S/L	5,000
95	Art Plaques Phx office	11/01/01	4,096.00	0.00		0.00	4,096.00	0.00	4,096.00	0.00	S/L	5,000
100	artwork Phx. office	3/25/02	1,341.62	0.00		0.00	1,341.62	0.00	1,341.62	0.00	S/L	5,000
101	Phx office new fixtures	11/20/01	1,553.63	0.00		0.00	1,553.63	0.00	1,553.63	0.00	S/L	5,000
103	7 office chairs IN office	5/08/02	4,986.34	0.00		0.00	4,986.34	0.00	4,986.34	0.00	S/L	5,000
104	Light fixtures for Phx. office	11/10/01	4,632.46	0.00		0.00	4,632.46	0.00	4,632.46	0.00	S/L	5,000
111	bookshelves-ldy library	8/01/02	782.54	0.00		0.00	782.54	0.00	782.54	0.00	S/L	5,000
117	refrigerator for Phx office	5/03/11	796.69	0.00	c	0.00	0.00	106.23	106.23	690.46	S/L	5,000

Book Asset Detail 1/01/11 - 12/31/11

2/6/11 3:04 pm

Asset	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Deprec	Book Current Deprec	Book End Deprec	Book Net Value	Book Method	Book Life
118	Recep. desk	12/07/04	14,728.90	0.00	0.00	14,728.90	-0.00	14,728.90	0.00	S/L	5.0000
126	Phx 6 chairs	6/30/11	5,776.71	0.00	0.00	0.00	577.67	577.67	5,199.04	S/L	5.0000
127	phx - valances office	8/26/11	3,531.31	0.00	0.00	0.00	235.42	235.42	3,295.89	S/L	5.0000
130	9 roller shades phx office	6/21/11	2,477.83	0.00	0.00	0.00	247.78	247.78	2,230.05	S/L	5.0000
131	phx conf. room table, coffee table, lateral	7/05/11	21,653.85	0.00	0.00	0.00	2,165.38	2,165.38	19,488.47	S/L	5.0000
133	glass for Ed Belem	7/12/11	562.04	0.00	0.00	0.00	56.20	56.20	505.84	S/L	5.0000
134	phx glass for conf. room table	9/12/11	1,421.00	0.00	0.00	0.00	94.73	94.73	1,326.27	S/L	5.0000
Furniture and Fixtures											
			471,985.94	0.00	0.00	381,785.19	17,532.57	399,317.76	72,668.18		
	*Less: Dispositions		4,022.40	0.00	0.00	2,746.63	0.00	3,075.17	947.23		
	Net Furniture and Fixtures		467,963.54	0.00	0.00	379,038.56	17,532.57	396,242.59	71,720.95		
Group: Leasehold Improvements											
4	buildout (carpet) INDY	1/01/10	9,425.00	0.00	0.00	1,885.00	942.50	2,827.50	6,597.50	S/L	10.0000
5	floor tiles/repair Phx office	9/15/11	1,102.76	0.00	0.00	0.00	36.76	36.76	1,066.00	S/L	10.0000
9	AZ-design services build-out	1/15/11	990.00	0.00	0.00	0.00	99.00	99.00	891.00	S/L	10.0000
15	McCarthy Nordburg Phx buildout	2/15/11	1,175.00	0.00	0.00	0.00	107.71	107.71	1,067.29	S/L	10.0000
19	mural work for Phx office	3/16/11	101.45	0.00	0.00	0.00	7.61	7.61	93.84	S/L	10.0000
20	office design & buildout CNI	5/01/99	11,056.50	0.00	0.00	11,056.50	0.00	11,056.50	0.00	S/L	10.0000
28	AZ-misc services for remodel	4/30/11	898.85	0.00	0.00	0.00	59.92	59.92	838.93	S/L	10.0000
33	Phx artwork storage/rehang	3/12/11	1,725.00	0.00	0.00	0.00	143.75	143.75	1,581.25	S/L	10.0000
45	selection of light fixtures	6/09/09	974.72	0.00	0.00	154.33	97.47	251.80	722.92	S/L	10.0000
63	Indy office remodel	2/28/00	4,424.64	0.00	0.00	4,424.64	0.00	4,424.64	0.00	S/L	10.0000
74	az office graphics work k group	5/31/11	2,931.25	0.00	0.00	0.00	170.99	170.99	2,760.26	S/L	10.0000
77	AZ office graphics K Group	3/15/11	1,881.25	0.00	0.00	0.00	156.77	156.77	1,724.48	S/L	10.0000
83	Phx office door logo	4/15/11	235.00	0.00	0.00	0.00	17.63	17.63	217.37	S/L	10.0000
84	SOHO Phx office mural	4/14/11	926.45	0.00	0.00	0.00	69.48	69.48	856.97	S/L	10.0000
90	Leasehold Imp in Phoenix	6/01/01	112,287.00	0.00	0.00	107,608.38	4,678.62	112,287.00	0.00	S/L	10.0000
98	Ceramic floor recep. area phx.	11/01/01	1,157.86	0.00	0.00	1,061.41	48.24	1,109.65	48.21	S/L	10.0000
99	Phx. office trim	5/14/02	3,600.06	0.00	0.00	3,120.08	360.01	3,480.09	119.97	S/L	10.0000
102	Phx office voice cables remodel	4/22/11	712.73	0.00	0.00	0.00	47.52	47.52	665.21	S/L	10.0000
106	Phx office glass/logo work	11/30/01	15,764.65	0.00	0.00	14,319.60	1,445.05	15,764.65	0.00	S/L	10.0000
107	Phx office graphics	8/01/01	4,783.37	0.00	0.00	4,504.37	199.31	4,703.68	79.69	S/L	10.0000
121	Phx office remodel work-kitchen	5/15/11	4,529.80	0.00	0.00	0.00	288.65	288.65	4,041.15	S/L	10.0000
123	Phx buildout communication cable	5/25/11	2,763.81	0.00	0.00	0.00	161.22	161.22	2,602.59	S/L	10.0000
124	Phx card reader system	5/26/11	2,203.56	0.00	0.00	0.00	128.54	128.54	2,075.02	S/L	10.0000
125	Phx wall mural work	6/15/11	753.95	0.00	0.00	0.00	43.98	43.98	709.97	S/L	10.0000
Leasehold Improvements											
			186,204.66	0.00	0.00	148,134.31	9,310.73	157,445.04	28,759.62		
	*Less: Dispositions		5,941.23	0.00	0.00	5,565.78	0.00	5,813.33	127.90		
	Net Leasehold Improvements		180,263.43	0.00	0.00	142,568.53	9,310.73	151,631.71	28,631.72		
Grand Total											
			912,577.33	0.00	0.00	717,798.15	54,704.94	772,503.09	140,074.24		
	Less: Dispositions		19,051.14	0.00	0.00	17,198.42	0.00	17,858.47	1,192.67		
	Net Grand Total		893,526.19	0.00	0.00	700,599.73	54,704.94	754,644.62	138,881.57		
	Artwork		45,200.00								
			938,726.19								

Book Current Year Additions

FYE: 12/31/2011

<u>Asset</u>	<u>Property Description</u>	<u>Date In Service</u>	<u>Book Cost</u>
<u>Group: Equipment</u>			
49	dep. video conferencing equip Phx.	4/15/11	2,154.00
58	Phx video equip. office remodel	9/22/11	7,104.16
85	BK new computer OptiPlex 780	3/14/11	1,120.00
89	RB-new computer OptiPlex 780	3/14/11	1,120.00
92	HMI computer IN OptiPlex 780	3/13/11	1,120.00
94	Lap top IN office	3/14/11	1,459.00
96	Laptop PHX office	3/14/11	1,459.00
97	AZ - Sonic Wall equip. & memory	3/14/11	1,210.57
108	computer upgrades	1/01/11	2,325.00
110	computer upgrades	1/01/11	2,616.50
Equipment			<u>21,688.23</u>
<u>Group: Furniture and Fixtures</u>			
117	refrigerator for Phx office	5/03/11	796.69
126	Phx 6 chairs	6/30/11	5,776.71
127	phx - valances office	8/26/11	3,531.31
130	9 roller shades phx office	6/21/11	2,477.83
131	phx conf. room table, coffee table, lateral fi	7/05/11	21,653.85
133	glass for Ed, Belen	7/12/11	562.04
134	phx glass for conf. room table	9/12/11	1,421.00
Furniture and Fixtures			<u>36,219.43</u>
<u>Group: Leasehold Improvements</u>			
5	floor tiles/repair Phx office	9/15/11	1,102.76
9	AZ-design services build-out	1/15/11	990.00
15	McCarthy Nordburg Phx buildout	2/15/11	1,175.00
19	mural work for Phx office	3/16/11	101.45
28	AZ-misc services for remodel	4/30/11	898.85
33	Phx artwork storage/rehang	3/12/11	1,725.00
74	az office graphics work k group	5/31/11	2,931.25
77	AZ office graphics K Group	3/15/11	1,881.25
83	Phx office door logo	4/15/11	235.00
84	SOHO Phx office mural	4/14/11	926.45
102	Phx office voice cables remodel	4/22/11	712.73
121	Phx office remodel work-kitchen	5/15/11	4,329.80
123	Phx buildout communication cable	5/25/11	2,763.81
124	Phx card reader system	5/26/11	2,203.56
125	Phx wall mural work	6/15/11	753.95
Leasehold Improvements			<u>22,730.86</u>
Grand Total			<u>80,638.52</u>

Book Current Year Disposals

FYE: 12/31/2011

Asset	Property Description	Disposal Date	Disposal Method	Book Cost/Basis	Gross Proceeds	Unrecovered Book Cost	Book Gain/Loss
Group: Equipment							
6	computer work for new banner	6/01/11	Sold	1,007.50	0.00	117.54	-117.54
12	Laptop Dell Latitude D510	6/01/11	Sold	1,115.00	0.00	0.00	0.00
21	Software License/Assurance	8/01/11	Sold	3,396.67	0.00	0.00	0.00
30	2 2-yr warr.&Dell D510 laptop	7/01/11	Sold	2,007.80	0.00	0.00	0.00
86	Indpls Camers	3/01/11	Sold	499.00	0.00	0.00	0.00
109	Web site software	6/01/11	Sold	1,061.54	0.00	0.00	0.00
			Equipment	9,087.51	0.00	117.54	-117.54
Group: Furniture and Fixtures							
27	table/chairs library	7/01/11	Sold	1,396.95	75.00	349.23	-274.23
43	rug for Phx. library	7/01/11	Sold	1,888.43	200.00	598.00	-398.00
93	REfrigerator - PNX	7/01/11	Sold	737.02	50.00	0.00	50.00
			Furniture and Fixtures	4,022.40	325.00	947.23	-622.23
Group: Leasehold Improvements							
98	Ceramic floor recep. area phx.	6/01/11	Sold	1,157.86	0.00	48.21	-48.21
107	Phx. office graphics	6/01/11	Sold	4,783.37	0.00	79.69	-79.69
			Leasehold Improvements	5,941.23	0.00	127.90	-127.90
			Grand Total	19,051.14	325.00	1,192.67	-867.67

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRINCIPAL LIFE INSURANCE CO. 457 (B) PLAN ASSETS	316,565.	337,270.	337,270.
TOTALS	<u>316,565.</u>	<u>337,270.</u>	<u>337,270.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED EXCISE TAX	848,184.	393,496.
TOTALS	<u>848,184.</u>	<u>393,496.</u>

ATTACHMENT 12

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

135 N. PENNSYLVANIA STREET, SUITE 1200 INDIANAPOLIS, IN

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
FRANK E. RUSSELL 135 NORTH PENNSYLVANIA STREET SUITE 1200 INDIANAPOLIS, IN 46204	TRUSTEE/CHAIRMAN 5.00	46,250.	0	1,320.
NANCY M. RUSSELL 135 NORTH PENNSYLVANIA STREET SUITE 1200 INDIANAPOLIS, IN 46204	TRUSTEE 5.00	33,750.	0	0
CAROL P. SCHILLING 2201 E. CAMELBACK ROAD SUITE 600 PHOENIX, AZ 85016	TRUSTEE 6.00	33,750.	0	0
HARRIET M. IVEY (SEE FOOTNOTE) 135 NORTH PENNSYLVANIA STREET SUITE 1200 INDIANAPOLIS, IN 46204	PRESIDENT & CEO 40.00	352,550.	58,893.	2,292.
ROBERT L. LOWRY CPA, CFA (SEE 135 NORTH PENNSYLVANIA STREET SUITE 1200 INDIANAPOLIS, IN 46204	EXEC VP & CFO 40.00	251,350.	54,923.	2,292.
GRAND TOTALS		717,650.	113,816.	5,904.

FEDERAL FOOTNOTES

BENEFITS FOOTNOTE: THE COMPONENTS OF MS. IVEY'S CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS OF \$58,893 ARE AS FOLLOWS: \$26,950 TO THE TRUST'S 401(K) PLAN. THIS PLAN IS OFFERED TO ALL TRUST EMPLOYEES. \$7,043 TOWARD THE ANNUAL COST OF THE TRUST'S HEALTH CARE PLAN OFFERED TO ALL TRUST EMPLOYEES. \$6,693 TOWARD THE ANNUAL COST OF A LONG-TERM DISABILITY POLICY. \$15,207 CONTRIBUTION TO AN EXECUTIVE 457(B) (NONQUALIFIED) PLAN. \$3,000 ANNUAL AUTO ALLOWANCE. THE COMPONENTS OF MR. LOWRY'S CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS OF \$54,923 ARE AS FOLLOWS: \$26,950 TO THE TRUST'S 401(K) PLAN. THIS PLAN IS OFFERED TO ALL TRUST EMPLOYEES. \$20,132 TOWARD THE ANNUAL COST OF THE TRUST'S HEALTH CARE PLAN OFFERED TO ALL TRUST EMPLOYEES. \$7,841 CONTRIBUTION TO AN EXECUTIVE 457(B) (NONQUALIFIED) PLAN. COMPENSATION FOOTNOTE: TRUSTEE COMPENSATION INCLUDES \$28,125 OF AMOUNTS INCLUDED AS INVESTMENT CONSULTING EXPENSES.

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE ATTACHED INFORMATION SHEET

Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by

Name

Telephone

Function

Date / /

Part I Power of Attorney

Caution: A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7

Taxpayer name and address

Nina Mason Pulliam Charitable Trust
135 N. Pennsylvania Street, Suite 1200
Indianapolis, IN 46204

Taxpayer identification number(s)

35-6644088

Daytime telephone number

(317) 231-6075

Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

Harriet M. Ivey, President and CEO
135 N. Pennsylvania Street, Suite 1200
Indianapolis, IN 46204

CAF No

PTIN

Telephone No

(317) 231-6075

Fax No

(317) 231-9208

Check if to be sent notices and communications ☒

Check if new: Address ☐

Telephone No. ☐

Fax No. ☐

Name and address

Robert L. Lowry
135 N. Pennsylvania Street, Suite 1200
Indianapolis, IN 46204

CAF No

PTIN

Telephone No

(317) 231-6075

Fax No

(317) 231-9208

Check if to be sent notices and communications ☒

Check if new: Address ☐

Telephone No. ☐

Fax No. ☐

Name and address

CAF No

PTIN

Telephone No

Fax No

Check if new: Address ☐

Telephone No. ☐

Fax No. ☐

to represent the taxpayer before the Internal Revenue Service for the following matters.

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)

Tax Form Number
(1040, 941, 720, etc.) (if applicable)

Year(s) or Period(s) (if applicable)
(see instructions for line 3)

Excise, Income and related returns

Form 990-PF and related
Form 990-T and related

2011, 2012, 2013, 2014

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF** ☐

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns.

☐ Disclosure to third parties; ☐ Substitute or add representative(s); ☐ Signing a return, _____

☐ Other acts authorized: _____

(see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney: _____

- 6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐ **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

- 7 **Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.

Kent E. Agness Oct 2, 2012 Trustee
Signature Date Title (if applicable)

Kent E. Agness - Trustee

Nina Mason Pulliam Charitable Trust

Print Name

☐☐☐☐☐
PIN Number

Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service,
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service,
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee—a full-time employee of the taxpayer
 - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230)
 - h Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE. See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation— Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable) See instructions for Part II for more information.	Signature	Date
e	Indiana		<u>Thom. Huey</u>	<u>10/17/12</u>
e	Indiana		<u>Robert L. Loeung</u>	<u>10/2/2012</u>



INA MASON WILLIAM
CHARITABLE TRUST

Building a Legacy of Community
Grantmaking since 1998

2011 Grant Application Guidelines

HELPING PEOPLE IN NEED PROTECTING ANIMALS AND NATURE
ENRICHING COMMUNITY LIFE IN INDIANAPOLIS AND PHOENIX

History of the Trust

The Nina Mason Pulliam Charitable Trust was established upon the death of Nina Mason Pulliam on March 26, 1997, to support for 50 years the causes she loved in her home states of Arizona and Indiana. For more information about Mrs. Pulliam, please visit the Trust's web site at www.ninapulliamtrust.org

Mission

The Nina Mason Pulliam Charitable Trust seeks to help people in need, especially women, children and families; to protect animals and nature; and to enrich community life primarily in metropolitan Phoenix and Indianapolis.

Geographic priorities

In keeping with the wishes of Mrs. Pulliam, the Trust accepts requests only from charitable organizations located in and serving the metropolitan areas of Indianapolis, Indiana and Phoenix, Arizona, with the exception of environmental requests. For environmental requests, the Trust will consider proposals from charitable organizations throughout Arizona and Indiana.

What the Trust will and will not consider funding

The Trust makes grants only to tax-exempt organizations whose purposes are described in Section 501(c)(3) of the Internal Revenue Code that are either public charities described in Sections 509(a) or private operating foundations described in Section 4942(j)(3).

The Trust will not consider grants for international activities, academic research, sectarian purposes, programs that promote religious doctrine or political campaigns. Also, the Trust does not make grants to individuals.

The Trust will not accept unsolicited proposals from colleges and universities for operating or capital requests. (The latter includes endowments for professorial chairs, faculty training and research, scholarships, and building campaigns.) However, the Trust will continue to accept proposals through its regular grant cycles for support of projects that link higher education institutions to their communities.

Scope of funding and type of support

Generally, the Trust prefers to disburse funds as a one-year grant but not for a period longer than three years. Requests for funding are limited to one request per organization per calendar year. This includes the Summer Youth Program Fund in Indiana. For these purposes, an "organization" generally refers to that entity to which the IRS has issued a Section 501(c)(3) determination letter. **If an organization received a previous grant, a final evaluation report must be submitted and reviewed by Trust staff prior to requesting another grant.** For more detailed information and examples, please refer to the Question and Answer section posted on our website at www.ninapulliamtrust.org.

Organizations requesting funds for summer youth programs in Arizona and Indiana must do so through the Summer Youth Program Fund administered by the Arizona Community Foundation and the Central Indiana Community Foundation, respectively. Please refer to the Trust's website for additional information.

The Trust awards grants for programs and capital needs. **For 2011 the Trust will not accept proposals for capital campaigns, either for building or endowment purposes.** The Trust will consider grants for overall operating support of former Trust grantee organizations that can document major changes in income generation that threaten their future existence.

Program areas

The Nina Mason Pulliam Charitable Trust provides grants that focus on the areas of service Nina Pulliam supported during her lifetime:

Helping People in Need

- ***Basic Needs*** – The Trust supports organizations and programs that serve those who are without sufficient food, clothing, shelter, medical care and other necessities of life.
- ***Elderly Persons*** – The Trust supports organizations and programs that assist elderly adults and preserve their mental and physical well-being and independence.
- ***Physically and Developmentally Disabled Adults and Children*** – The Trust supports organizations and programs that provide services for people with physical and developmental disabilities.
- ***Women, Children, Youth and Families*** – The Trust supports organizations and programs that improve the well-being of and future opportunities for children, youth and their families. This also includes programs that provide health and educational services.

Protecting Animals and Nature

- ***Animal Welfare*** - The Trust supports organizations and programs that strengthen community bonds and provide humane services for domestic animals, including shelters and veterinarian and adoption services. It also supports organizations providing rescue, veterinary care and reintroduction of native wildlife.
- ***Botanical Gardens and Zoos*** - The Trust supports organizations and programs that provide education and recreation opportunities for the community and that protect the diversity of animals and their habitats.
- ***Environment*** - The Trust supports organizations and programs that provide conservation, protection and restoration of wildlife and its habitats, as well as education and public awareness to promote environmental stewardship.

Enriching Community Life

- ***Arts and Culture*** – The Trust supports arts and cultural organizations whose programs are primarily for children and adults who also are most likely to be served by the Trust's "Helping People in Need" program area.
- ***Community Building and Civic Revitalization*** – The Trust supports organizations and programs that assist neighborhoods in decline, as well as those that enhance the quality of life in the Trust's priority communities of Indianapolis and Phoenix.

Proposal consideration process

The Trust approaches the funding process in two steps.

The Trust invites organizations that support its mission and eligibility guidelines to submit a preliminary proposal. Organizations may submit requests for funding at any time throughout the year. However, proposal review and funding decisions occur three times per year. See Funding Cycle Deadlines.

Step 1: Preliminary Proposal. Proposals may be submitted in hard copy format or online at www.ninapulliamtrust.org (See instructions for submitting a preliminary proposal.)

Step 2: Full Proposal/Application for Funding. Organizations whose preliminary proposals are approved for full proposal consideration will receive notification and application instructions. Materials required in the full proposal include an 8-page narrative addressing provided questions, detailed budget information and supplemental documents that include the IRS 990 form, strategic plan and financial statements. The Trust then will schedule a meeting or site visit with representatives of the Trust and the applicant's chief executive and board chair or other officer of the board.

Please note: The invitation to submit a full proposal does not guarantee selection as a grantee.

Submitting a preliminary proposal

The preliminary proposal must include the following:

- Application Form (4 copies – if not submitting online)
- Preliminary Proposal Letter (not to exceed three pages with print size of 12-point font) describing the project (4 copies – if not submitting online)
- Board of Directors roster with position held. Please include business affiliation, as well as city and state (4 copies – if not submitting online)
- IRS 501(c)(3) Determination Letter (1 copy)

For both program and capital requests, attach a list of other support already received and/or pledged for this project (including sources and amounts). **No additional materials are to be submitted.**

If submitting a hard copy proposal, the *Preliminary Proposal Letter* must be submitted on the organization's letterhead and signed by both the chief executive officer (e.g. president, CEO, executive director) and the board chair or other officer of the board.

The letter must include the following:

- a brief description of your organization
- a clear description of the need your request is intended to address, including the time frame and budget of your request
- a description of the target population and how it will benefit

Preliminary proposals will be accepted on or before the due date. The Trust appreciates those organizations that submit prior to the deadline. **Organizations that have never received a Trust grant are required to speak with a grants programs staff person prior to submitting a preliminary proposal.** The Trust strongly suggests that former grantees also contact a grants programs staff person prior to submitting a preliminary proposal.

All materials must be received no later than 3:00 p.m. the day of the deadline. The Trust makes no exceptions.

- **Please do not bind the materials or place in a notebook.**
- **The Trust will not process an incomplete application and/or multiple applications in the same year.**

Funding cycle deadlines

Preliminary Proposal Deadline	Notification Regarding Preliminary Proposal	Full Proposal Deadline	Notification Regarding Full Proposal
January 5, 2011	February 28, 2011	March 16, 2011	June 30, 2011
May 5, 2011	June 30, 2011	July 18, 2011	October 31, 2011
September 7, 2011	October 31, 2011	November 16, 2011	February 29, 2012

Where to submit preliminary proposals

Indiana organizations (including national organizations whose projects will benefit Indiana) are to submit proposal packages to:

**Grants Administration
Nina Mason Pulliam Charitable Trust
135 N. Pennsylvania Street, Suite 1200
Indianapolis, IN 46204**

Arizona organizations (including national organizations whose projects will benefit Arizona) are to submit proposal packages to:

**Grants Administration
Nina Mason Pulliam Charitable Trust
2201 E. Camelback Road, Suite 600 B
Phoenix, AZ 85016-3442**

All organizations submitting online preliminary proposals should do so at www.ninapulliamtrust.org.



**INA MASON PULLIAM
CHARITABLE TRUST**

Building a Legacy of Community
Grantmaking since 1998

NINA MASON PULLIAM CHARITABLE TRUST

2011 PRELIMINARY APPLICATION FORM

THIS DOCUMENT MUST ACCOMPANY YOUR PRELIMINARY PROPOSAL LETTER.
(IF THIS DOCUMENT IS REFORMATTED, ALL INFORMATION MUST BE INCLUDED AND IN THE SAME FORMAT.)

ORGANIZATIONAL PROFILE

ORGANIZATION NAME

TAX ID #

ADDRESS

CITY, STATE, ZIP

MAIN PHONE NUMBER

FAX

WEB SITE ADDRESS

BRIEFLY DESCRIBE THE MISSION OF YOUR ORGANIZATION.

YEAR ESTABLISHED AS A 501(C)(3) NONPROFIT

NUMBER OF PAID STAFF

NUMBER OF VOLUNTEERS

CURRENT YEAR'S ANNUAL OPERATING BUDGET

FISCAL YEAR-END DATE

PREVIOUS YEAR'S ANNUAL OPERATING BUDGET

DID YOUR ORGANIZATION HAVE AN OPERATING BUDGET DEFICIT IN THE PREVIOUS FISCAL YEAR? _____

IF SO, WHAT WAS THE DEFICIT AMOUNT? _____

DOES YOUR ORGANIZATION HAVE AN AUDIT?

WHAT WAS THE DATE OF THE LAST AUDIT?

DID YOUR ORGANIZATION RECEIVE AN UNQUALIFIED OPINION? _____

PLEASE LIST FUNDS YOUR ORGANIZATION CURRENTLY RECEIVES FROM THE FOLLOWING SOURCES:

UNITED WAY AMOUNT

YEAR

PERCENT OF TOTAL OPERATING BUDGET

GOVERNMENT AMOUNT

YEAR

PERCENT OF TOTAL OPERATING BUDGET

(FEDERAL, STATE AND LOCAL INCLUDING GRANTS, CONTRACTS AND/OR FEE FOR SERVICE)

CONTACT INFORMATION

ORGANIZATION DIRECTOR/CEO

PREFIX	FIRST NAME	MIDDLE NAME/INITIAL	LAST NAME
--------	------------	---------------------	-----------

TITLE	PHONE (IF DIFFERENT FROM MAIN NUMBER)	E-MAIL ADDRESS
-------	---------------------------------------	----------------

PRIMARY CONTACT FOR REQUEST (IF DIFFERENT FROM THE ORGANIZATION'S DIRECTOR/CEO)

PREFIX	FIRST NAME	MIDDLE NAME/INITIAL	LAST NAME
--------	------------	---------------------	-----------

TITLE	PHONE (IF DIFFERENT FROM MAIN NUMBER)	E-MAIL ADDRESS
-------	---------------------------------------	----------------

PROPOSAL INFORMATION

PROVIDE A BRIEF DESCRIPTION OF YOUR PROPOSAL.

TOTAL GRANT AMOUNT REQUESTED

GRANT TERMS (1, 2 OR 3 YEARS)

PRIMARY FOCUS OF PROPOSED GRANT (CHECK ONLY ONE)

HELPING PEOPLE IN NEED

- ☐ BASIC NEEDS
- ☐ ELDERLY PERSONS
- ☐ PHYSICALLY AND DEVELOPMENTALLY
DISABLED ADULTS AND/OR CHILDREN
- ☐ WOMEN, CHILDREN, YOUTH AND FAMILIES

PROTECTING ANIMALS AND NATURE

- ☐ ANIMAL WELFARE
- ☐ ZOOS AND BOTANICAL GARDENS
- ☐ ENVIRONMENT

ENRICHING COMMUNITY LIFE

- ☐ ARTS AND CULTURE
- ☐ COMMUNITY BUILDING/CIVIC
REVITALIZATION

PROPOSED USE OF FUNDS (CHECK ONLY ONE)

☐ OPERATING

☐ PROGRAM – WHAT IS THE TOTAL BUDGET FOR THE PROGRAM? _____

☐ CAPITAL – WHAT IS THE TOTAL PROJECT BUDGET? _____

IF REQUESTING CAPITAL FUNDS, PLEASE CHECK ONE OR MORE THAT APPLY.

☐ BUILDING

☐ EQUIPMENT

Nina Mason Pulliam Charitable Trust 2011 Grants Awarded and Grants Paid					
Organization Name	Fiscal Year	2011 Grant Amount	Amount Paid in 2011	Future Payment Amounts	Description
Martin University, Inc. 2171 Avondale Place Indianapolis, IN 46218	2009		100,000.00	0.00	Support over three years to develop a Technology Academy with a state-of-the-art NASA lab to teach elementary and high school students about science, engineering, mathematics and aerospace.
100 Black Men of Indianapolis, Inc. 3901 N. Meridian Street, Suite 10 Indianapolis, IN 46208	2010	\$0.00	\$0.00	\$47,500.00	Support over two years to expand the Team Mentoring program to 140 fourth-grade male students at five IPS schools.
Center for Leadership Development, Inc. 2425 Dr. Martin Luther King Jr. Street Indianapolis, IN 46208-5546	2010		60,000.00	0.00	Support over two years to increase the number of minority youth participants by 500 each year to promote academic achievement in high school and to increase college enrollments.
Central Indiana Land Trust, Inc. 1500 N. Delaware Street Indianapolis, IN 46202	2010		100,000.00	0.00	Support over two years to implement Greening the Crossroads: A Green Infrastructure Plan for central Indiana, which will protect 250,000 acres within a nine-county area.
Child Advocates, Inc. 8200 Haverstick Road, Suite 240 Indianapolis, IN 46240	2010		75,000.00	0.00	Support over two years for the CASA and GAL programs to recruit, train and supervise new volunteers to represent approximately 200 abused and neglected children in the Marion County courts.
College Summit Inc. 407 Fulton Street, Suite 103 Indianapolis, IN 46202	2010		75,000.00	0.00	Support over two years to provide IPS, Lawrence and Decatur Central high school students in Marion County with postsecondary education planning.
The Conservation Law Center, Inc. 1116 S. Indiana Avenue Bloomington, IN 47408	2010		75,000.00	0.00	Support over two years to expand freshwater conservation work to high quality waters, including the Wabash and White Rivers in Indiana.
Florence Crittenton Services of Arizona, Inc. 715 W. Mariposa Street Phoenix, AZ 85013	2010		19,738.00	0.00	Support to provide 200 abused and neglected girls, ages 10 to 18, with a safe living environment at the Residential and Therapeutic Group Home.
D R E A M Alive, Inc. 12258 Hancock Street Carmel, IN 46032	2010		30,000.00	0.00	Support over two years to continue and develop after school programming at Shortridge Magnet School for Law and Public Policy for 30 students ages 12 to 16.
Friends of Public Radio Arizona 2323 W. 14th Street Tempe, AZ 85281	2010		30,000.00	0.00	Support for a 2011 sponsorship on its NPR station.
Glisen, Inc. PO Box 2386 Phoenix, AZ 85002	2010		15,000.00	10,000.00	Support to provide workshops to educate students and teachers on lesbian, gay, bi-sexual and transgender issues, and develop gay-straight alliance student clubs.

Grand Canyon Trust, Inc. 2601 N. Fort Valley Road Flagstaff, AZ 86001	2010			65,000.00	0.00	Support for the Four Forests Restoration Initiative, a large-scale effort to renew forest health across 2.4 million acres of the Mogollon Rim, protect fire-prone rural communities and create a forest restoration economy in northern Arizona.
Booth Tarkington Civic Theatre Of Indianapolis, Inc. 3 Center Green, Suite 200 Carmel, IN 46032	2010			30,000.00	0.00	Support over two years for Drama Works, an outreach program that offers free arts curriculum to 980 students at IndyMet and Christel House Academy, and to expand the program to Fountain Square Academy and Fall Creek Academy.
Indianapolis Parks Foundation, Inc. 615 N. Alabama Street, Suite 119 Indianapolis, IN 46204	2010			90,000.00	0.00	Support over two years to provide after school, summer learning and family programs at Windsor Village, Brookside and Douglass Parks.
Edna Martin Christian Center 1970 Caroline Avenue Indianapolis, IN 46218 The Nature Conservancy	2010			75,000.00	0.00	Support over two years for year-round support services to families and children in the Martindale-Brightwood neighborhood and to develop a partnership with Martin University's NASA lab.
Efroymson Conservation Center 620 E. Ohio Street Indianapolis, IN 46202	2010			\$0.00	\$90,000.00	Support over two years for the Wabash River Initiative in Indiana.
Outreach, Inc. 2822 E. New York Street Indianapolis, IN 46201	2010			38,000.00	0.00	Support over two years for the G.O.A.L. program to assist at least 100 Marion County homeless high school students obtain their diplomas or GEDs and build their self-sufficiency skills.
Reach for Youth, Inc. 3505 Washington Boulevard Indianapolis, IN 46205	2010			15,000.00	0.00	Support over two years to expand the Alternatives to Expulsion program to assist 60 school-age children in changing their behaviors and remain in school.
Metropolitan Indianapolis Public Broadcasting, Inc. 1630 N. Meridian Street Indianapolis, IN 46202	2010			30,000.00	0.00	Support for a 2011 sponsorship on its NPR station.
The Wilderness Society 1615 M Street, NW Washington, DC 20036	2010			40,000.00	0.00	Support for the Arizona Wildlands Campaign to protect over 600,000 acres of public lands of the northern Sonoran Desert in western Maricopa County through wilderness and other federal conservation designations.
A New Leaf, Inc. 868 E. University Drive Mesa, AZ 85203	2011	75,000.00		75,000.00	0.00	Support for the EMPOWER program to provide housing and support services to homeless and foster care youth.
A New Leaf, Inc. 868 E. University Drive Mesa, AZ 85203	2011	6,650.00		6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
A Stepping Stone Foundation PO Box 87149 Phoenix, AZ 85080-7149	2011	50,000.00		50,000.00	0.00	Support to provide early childhood education for 35 children, ages 3 and 4, from low-income families in two preschool classrooms at Westwood Elementary School in central Phoenix.

2011 Grants Paid with Descriptions.xlsx

A Stepping Stone Foundation PO Box 87149 Phoenix, AZ 85080-7149	2011	500.00	500.00	0.00	Support for general operating expenses.
Agape Therapeutic Riding Resources, Inc. PO Box 207 Cicero, IN 46034	2011	25,000.00	25,000.00	0.00	Support for a second year for the Agape Literacy Program to encourage 440 first- and second-grade students to develop an appreciation for reading and learning through interaction with horses.
Agula Youth Leadership Institute 3030 N. 3rd Street, Suite 970 Phoenix, AZ 85012	2011	85,000.00	85,000.00	0.00	Support to maintain and expand college preparation programs for more than 250 Hispanic youths attending over 70 high schools in Maricopa County.
American Diabetes Association, Inc. 6415 Castle Way West Drive, Suite 114 Indianapolis, IN 46250	2011	7,500.00	7,500.00	0.00	Support for Camp John Warvel, a residential summer camp for diabetic youth, ages 6 to 16, throughout Indiana.
American National Red Cross 6135 N. Black Canyon Highway Phoenix, AZ 85015	2011	10,000.00	10,000.00	0.00	Support to provide emergency shelter to residents affected by the Wallow Fire.
Area Agency on Aging, Region One, Incorporated 1366 E. Thomas Road, Suite 108 Phoenix, AZ 85014	2011	75,000.00	75,000.00	0.00	Support for the DOVES program to provide transitional housing for victims of domestic violence over the age of 50 in Maricopa County.
Arizona Animal Welfare League, Inc. 30 N. 40th Place Phoenix, AZ 85034	2011	65,000.00	65,000.00	0.00	Support to enhance the volunteer program to rescue, rehabilitate and adopt more than 3,000 abandoned dogs and cats in the Phoenix area.
Arizona Association For Foster And Adoptive Parents 2320 N. 20th Street Phoenix, AZ 85006	2011	12,000.00	12,000.00	0.00	Support to maintain educational workshops, social activities and storage facilities to collect donated furniture and clothing to assist 245 foster care and adoptive families.
Arizona Community Foundation 5151 N. 19th Avenue, Suite 200 Phoenix, AZ 85015	2011	54,000.00	54,000.00	0.00	Support to provide Learning Lab workshops to 60 nonprofit organizations in Maricopa County to enhance their capacity to recruit, engage and retain volunteers.
Arizona Foundation for the Changing Eye, Inc. 4602 N. 16th Street, Suite 301 Phoenix, AZ 85016	2011	92,000.00	92,000.00	0.00	Support to upgrade the technology systems to screen for diabetic retinopathy.
Arizona Friends of Foster Children Foundation 7200 W. Bell Road, Suite H-102 Glendale, AZ 85308-8537	2011	20,000.00	20,000.00	0.00	Support for the holiday gifts program.
Arizona Humane Society 1521 W. Dobbins Road Phoenix, AZ 85041	2011	2,500.00	2,500.00	0.00	Support to provide animal food, medical services, and shelter to cats and dogs affected by the Wallow Fire.

Arizona Humane Society 1521 W. Dobbins Road Phoenix, AZ 85041	2011	100,000.00	100,000.00	0.00	Support to convert the spay/neuter facility into a full-service, reduced-fee veterinary clinic to assist 3,000 animals annually in Maricopa County.
Arizona Science Center 600 E. Washington Street Phoenix, AZ 85004	2011	60,000.00	60,000.00	0.00	Support to expand the Science on Wheels and Focused Field Trips programs to 7,500 students in grades two through eight and 150 teachers in the Cartwright School District of Phoenix.
Arizona South Asians For Safe Families PO Box 2748 Scottsdale, AZ 85252-2748	2011	15,000.00	15,000.00	0.00	Support to provide culturally and linguistically appropriate domestic violence support services to Maricopa County's South Asian community.
Arizona State University Foundation 411 N. Central Avenue, Suite 600 Mail Code 3520 Phoenix, AZ 85004-0685	2011	279,869.00	432,711.00	0.00	Support for the Nina Mason Pulliam Legacy Scholars program.
Arizonans For Children, Inc. 2435 E. La Jolla Drive Tempe, AZ 85282	2011	55,000.00	55,000.00	0.00	Support to maintain and expand the Life Book, Mentor/Tutor, education and special events programs at three Children's Visitation Centers.
Arizona-Sonora Desert Museum 2021 N. Kinney Road Tucson, AZ 85743-3005	2011	75,000.00	75,000.00	0.00	Support for a second year for It's Our Desert, an environmental education initiative for students K-12 that promotes understanding and protection of the Sonoran Desert ecosystem and its wildlife.
Art With A Heart, Inc. 6002 Sunnyside Road Indianapolis, IN 46236	2011	6,500.00	6,500.00	0.00	Support for a weekly summer program that provides art education for youth at eight Indianapolis locations.
Asian Pacific Community In Action 6741 N. 7th Street Phoenix, AZ 85014	2011	54,000.00	54,000.00	0.00	Support for a second year for the Asian Pacific Health Language Access Program to train 30 bilingual individuals in medical interpretation.
Assistance League of East Valley Arizona 1950 N. Arizona Avenue, Suite 3 Chandler, AZ 85225	2011	5,000.00	5,000.00	0.00	Support for Operation School Bell to provide school clothing and supplies to kindergarten through sixth-grade students from low-income families.
Assistance League of Indianapolis, Inc. 1475 W. 86th Street, Suite E Indianapolis, IN 46260	2011	25,000.00	25,000.00	0.00	Support for Operation School Bell to provide school clothing and supplies to 2,900 preschool and elementary school children from low-income families.
Assistance League of Phoenix Arizona 9224 N. 5th Street Phoenix, AZ 85020	2011	20,000.00	20,000.00	0.00	Support for Operation School Bell to provide school clothing and supplies to preschool and elementary school children from low-income families.
Assistance League of Phoenix Arizona 9224 N. 5th Street Phoenix, AZ 85020	2011	90,000.00	30,000.00	60,000.00	Support over three years to strengthen organizational capacity and increase community awareness of programs and services for low-income families.
Association Of Arizona Food Banks Inc 2100 N. Central Avenue, Suite 230 Phoenix, AZ 85004	2011	30,000.00	30,000.00	0.00	Support for the Let's Talk Turkey program to purchase and distribute turkeys to families or for congregate meals through five primary area food banks serving Maricopa County.

Back-To-School Clothing Drive 1212 E. Washington Street Phoenix, AZ 85034	2011	20,000.00	20,000.00	0.00	Support to provide school clothing and supplies to students from low-income families in Phoenix-area school districts.
Bat Conservation International, Inc. PO Box 162603 Austin, TX 78716	2011	60,000.00	60,000.00	0.00	Support to implement measures to prevent the deadly White-Nose Syndrome disease from reaching cave dwelling bats in Arizona.
Be A Leader Foundation 6850 N. Central Avenue Phoenix, AZ 85012	2011	375,000.00	150,000.00	225,000.00	Support over three years to increase participation in the college repertory program to 750 students, primarily in the Phoenix Union High School District of central and south Phoenix.
Big Brothers Big Sisters of Central Arizona 1010 E. McDowell Road, Suite 400 Phoenix, AZ 85006-2610	2011	100,000.00	100,000.00	0.00	Support for the STARS mentoring program of incarcerated parents project to provide one-to-one mentor meetings and positive youth development activities for 340 children, ages 6 to 18, in Maricopa County.
Bosma Industries For The Blind, Inc. 8020 Zionsville Road Indianapolis, IN 46268	2011	50,000.00	50,000.00	0.00	Support for the Rehabilitation Center to assist 80 blind or visually impaired individuals.
Boys & Girls Club of Metro Phoenix, Inc. 2645 N. 24th Street Phoenix, AZ 85008	2011	90,000.00	90,000.00	0.00	Support to provide after-school and summer programs for 7,500 youth from low-income families in south Phoenix.
Boys & Girls Clubs of The East Valley 1405 E. Guadalupe Road, Suite 4 Tempe, AZ 85283	2011	100,000.00	100,000.00	0.00	Support to increase the successful transition from junior high to high school and high school graduation rates for an estimated 270 youth, ages 12 to 18, in the communities of Mesa, Guadalupe and Chandler.
Brothers United 3737 N. Meridian Street, Suite 505 Indianapolis, IN 46208	2011	40,000.00	20,000.00	20,000.00	Support over two years to expand the VIBES program, an HIV prevention program designed for an estimated 200 at-risk African American youth.
Butler University 4600 Sunset Avenue Indianapolis, IN 46208	2011	230,000.00	160,000.00	70,000.00	Support over three years to strengthen urban farming and renewal efforts in Indianapolis and offer kindergarten through grade 12 educational programs.
Center For The Future Of Arizona 541 E. Van Buren Street, Suite B-5 Phoenix, AZ 85004	2011	150,000.00	50,000.00	100,000.00	Support for the Beat the Odds mentoring and training program.
Central Arizona Shelter Services, Inc. 230 S. 12th Avenue Phoenix, AZ 85007	2011	75,000.00	75,000.00	0.00	Support for shelter and support services for over 5,300 homeless men, women and children.
Central United Community Services 1001 W. Jefferson Street Phoenix, AZ 85007	2011	50,000.00	50,000.00	0.00	Support for a third year to meet the daily on-site counseling and healthcare needs for nearly 300 homeless individuals age 55 and older.
Child Abuse Prevention Fund c/o Arizona Community Foundation, Inc. 200 E. Van Buren Phoenix, AZ 85004	2011	150,000.00	75,000.00	75,000.00	Support over two years to provide matching funds for revenue raised through the sale of the It Shouldn't Hurt to be a Child license plates to fund primary prevention programs in Maricopa County.

Child Crisis Center PO Box 4114 Mesa, AZ 85211	2011	75,000.00	75,000.00	0.00	Support to provide child abuse prevention and family strengthening services for over 900 families at the Family Resource Center in the east Valley.
Childrens Museum Of Phoenix 215 N. 7th Street Phoenix, AZ 85034-1012	2011	38,000.00	38,000.00	0.00	Support to expand Brain Time, an early brain development education program for children, birth to age 10, and add services to homeless mothers and victims of abuse.
Cicco Aging & In Home Solutions, Inc. 4755 Kingsway Drive, Suite 200 Indianapolis, IN 46205-1560	2011	50,000.00	50,000.00	0.00	Support to provide accessibility modifications to the homes of 30 to 35 elderly individuals in the Haughville, Stringtown and Hawthorne neighborhoods.
City of Avondale 1007 S. Third Street Avondale, AZ 85323	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
City of Tolleson CAP 9555 W. Van Buren Street Tolleson, AZ 85353	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Civitan Foundation, Inc. 3509 E. Shea Boulevard, Suite 117 Phoenix, AZ 85028	2011	34,500.00	34,500.00	0.00	Support for capital improvements to Camp Civitan to increase the recreational and educational experiences offered annually to 750 families with developmentally disabled children and adults.
Cultural Arts Museum Training Program, Inc. PO Box 441130 Tulsa, OK 74114	2011	25,000.00	25,000.00	0.00	Support to expand the ACT OUT bullying/teasing prevention and awareness program to 4,000 middle and high school students at 15 IPS schools.
Community Alliance Of The Far Eastside, Inc. 8902 E. 38th Street Indianapolis, IN 46226	2011	50,000.00	50,000.00	0.00	Support to expand after-school programming to 95 youths on the far east side, in partnership with the U.S. Dream Academy.
Community Health Network Foundation, Inc. 1500 N. Ritter Avenue Indianapolis, IN 46219	2011	30,000.00	30,000.00	0.00	Support to implement educational programming in the hospital's maternity unit to teach 500 new mothers how to care for their babies.
Community Services of Arizona 650 N. Arizona Avenue Chandler, AZ 85225	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Concerned Citizens for Community Health 7700 E. Roosevelt Scottsdale, AZ 85257	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Conner Prairie Museum, Inc. 13400 Allisonville Road Fishers, IN 46038	2011	100,000.00	100,000.00	0.00	Support for the 1863 Civil War Journey Exhibit.
Crisis Nursery, Inc. 2334 E. Polk Street Phoenix, AZ 85006	2011	130,000.00	130,000.00	0.00	Support to increase the emergency shelter's nightly capacity from 25 to 29 children in Maricopa County in need of emergency or short-term housing.

Crossroads Rehabilitation Center, Inc. 4740 Kingsway Drive Indianapolis, IN 46205	2011	40,000.00	40,000.00	0.00	Support for Project Search and the Internship Program, which provide vocational training and life skills for young people with significant disabilities.
Dayspring Center, Inc. PO Box 44105 Indianapolis, IN 46244-0105	2011	75,000.00	75,000.00	0.00	Support for emergency shelter and outreach programs for homeless families.
Diabetic Youth Foundation of Indiana, Inc. 817 S. Tibbs Avenue Indianapolis, IN 46241	2011	7,500.00	7,500.00	0.00	Support for a residential summer camp for diabetic youth, ages 5 to 16, throughout Indiana
Diocesan Council For The Society Of St Vincent De Paul Diocese Phoenix 420 W. Watkins Road Phoenix, AZ 85002-3600	2011	100,000.00	100,000.00	0.00	Support for the Family Assistance Program to provide emergency financial assistance, counseling and support services to over 220 families in jeopardy of losing their homes.
District Medical Group, Inc. 2929 E. Thomas Road Phoenix, AZ 85016	2011	80,000.00	80,000.00	0.00	Support for a second year to maintain and expand domestic violence screening and prevention services to patients and provide domestic violence training to medical students at the Maricopa County Medical Center.
Domestic Violence Network Of Greater Indianapolis, Inc. 9539 Valparaiso Court Indianapolis, IN 46268	2011	90,000.00	90,000.00	0.00	Support to re-establish the Self-Sufficiency Fund to eliminate or reduce barriers for victims of domestic abuse.
Dress For Success Phoenix 1122 E. Buckeye Road, Suite A1 Phoenix, AZ 85034	2011	41,000.00	41,000.00	0.00	Support for a second year to increase the number of women from 400 to over 700 in Maricopa County receiving interview-appropriate and work-appropriate clothing and expand career center services.
Dyslexia Institute of Indiana, Inc. 8395 Keystone Crossing, Suite 102 Indianapolis, IN 46240	2011	50,000.00	50,000.00	0.00	Support over two years to expand the Ready, Set, Read! program to prepare 185 preschoolers for reading success in kindergarten.
Ear Candy Productions, Inc. PO Box 2555 Tempe, AZ 85280	2011	70,000.00	70,000.00	0.00	Support to provide 10,000 children in Title I public schools in Maricopa County with musical instruments through the Instrument Drive® program.
Edna Martin Christian Center 1970 Caroline Avenue Indianapolis, IN 46218	2011	10,000.00	10,000.00	0.00	Support for a daily educational summer camp for children, ages 5 to 13, in the Martindale-Brightwood neighborhood.
Educare Arizona PO Box 97366 Phoenix, AZ 85060-7366	2011	225,000.00	100,000.00	125,000.00	Support for the kindergarten readiness program to provide early childhood education, health care and family support to 191 children, birth to age 5, in the Balsz Elementary School District.
Environmental Law & Policy Center of the Midwest 35 E. Wacker Drive, Suite 1600 Chicago, IL 60601	2011	80,000.00	80,000.00	0.00	Support to promote awareness of water pollution problems and institute strategies to ensure implementation of the Clean Water Act in Indiana.

Exito, Inc. 4117 N. 17th Street Phoenix, AZ 85016	2011	51,000.00	51,000.00	0.00	Support to furnish 11 renovated houses in Goodyear to facilitate independent living for 33 low-income elderly residents.
FACCS-Friends Of Animal Care & Control PO Box 80739 Phoenix, AZ 85060-0739	2011	62,500.00	62,500.00	0.00	Support for a one-year or one-spay/neuter assistance program to provide free rabies vaccinations and spay/neuter surgeries for nearly 1,200 companion animals of low-income residents of central and south Phoenix.
Florence Crittenton Services of Arizona, Inc. 715 W. Mariposa Street, Suite B Phoenix, AZ 85013-2449	2011	2,400.00	2,400.00	0.00	Support to provide assistance to resident teen parents and their children during the holiday season.
Foundation for Blind Children 1235 E. Harmont Drive Phoenix, AZ 85020	2011	75,000.00	75,000.00	0.00	Support to provide vision examinations and optical devices at the Vision Rehabilitation Services Clinic to improve the self-sufficiency of approximately 75 individuals.
Friends of Public Radio Arizona 2323 W. 14th Street Tempe, AZ 85281	2011	30,000.00	30,000.00	0.00	Support for a 2012 sponsorship on its NPR station.
Friends of Saguaro National Park, Inc. 2700 N. Kinney Road Tucson, AZ 85743	2011	45,000.00	45,000.00	0.00	Support for the National Geographic Society's BioBlitz program.
Friends of the White River, Inc. PO Box 90171 Indianapolis, IN 46290	2011	50,000.00	50,000.00	0.00	Support for an outreach program to protect, preserve and enhance the quality of the White River.
Gabriel's Angels Inc. 1550 E. Maryland Avenue, Suite 1 Phoenix, AZ 85014	2011	500.00	500.00	0.00	Support for general operating expenses.
Girl Scout Council Inc-Arizona Cactus-Pine 119 E. Coronado Road Phoenix, AZ 85004	2011	114,000.00	57,000.00	57,000.00	Support over two years to expand and improve Girl Scouts Beyond Bars, an early intervention and prevention program for 150 girls, ages 5 to 18, with incarcerated mothers.
Glendale Community Action Program 5949 W. Glendale Avenue, Suite 205 Glendale, AZ 85301	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Grand Canyon Association PO Box 399 Grand Canyon, AZ 86023	2011	104,500.00	49,500.00	55,000.00	Support over two years for the Watershed Stewardship Project to restore aquatic, riparian and ecosystems of the Grand Canyon, protect and preserve cultural resources, and enhance the visitor wilderness.
Grand Canyon Wildlands Council PO Box 1594 Flagstaff, AZ 86002	2011	68,000.00	68,000.00	0.00	Support to protect native wildlife and their habitats; old growth forests and grasslands; archaeological sites within roughly 925,000 acres of the Kaibab Plateau in northern Arizona; and provide wildlife linkage between Grand Canyon National Park, Staircase-Escalante and Vermilion Cliffs National Monuments.
Habitat For Humanity International, Inc. 42205 N. Vision Way Anthem, AZ 85086	2011	25,000.00	25,000.00	0.00	Support for the ReStore in north Phoenix.

Handi-Capable Hands, Inc. 3215 E. Thompson Road Indianapolis, IN 46227-6682	2011	35,000.00	35,000.00	0.00	Support to expand the HAND program to provide at least 15 developmentally disabled individuals with employment training.
Happy Hollow Children's Camp, Inc. 615 N. Alabama Street, Suite 228 Indianapolis, IN 46204	2011	12,000.00	12,000.00	0.00	Support for a residential summer camp for youth, ages 8 to 14, with health conditions.
Hawthorne Social Service Association, Inc. 2440 W. Ohio Street Indianapolis, IN 46222	2011	120,000.00	40,000.00	80,000.00	Support over three years for the child care and preschool components of the Early Childhood Program.
Healing Hearts Animal Sanctuary, Inc. 3317 S. Higley Road, Suite 114-481 Gilbert, AZ 85297	2011	28,000.00	28,000.00	0.00	Support for a second year to provide 1,600 additional spay/neuter and other medical procedures for dogs and cats living with caregivers in low-income neighborhoods in Maricopa County.
Hear Indiana - A Chapter of the Alexander Graham Bell Association for the Deaf and Hard of Hearing PO Box 347 Zionsville, IN 46077	2011	4,000.00	4,000.00	0.00	Support for a residential summer camp for deaf or hearing-impaired youth, ages 5 to 14, who wear hearing aids or have cochlear implants.
Hooster Environmental Council, Inc. 3951 N. Meridian Street, Suite 100 Indianapolis, IN 46208	2011	60,000.00	60,000.00	0.00	Support to provide communities with the knowledge and tools to reduce the impact of industrial agricultural practices on Indiana's waterways.
Hooster Heartland Resource Conservation And Development Council 6041 Lakeside Boulevard Indianapolis, IN 46278	2011	80,000.00	45,000.00	35,000.00	Support over two years to educate west central Indiana residents how to control and prevent the destructive impact of invasive plants on the ecosystem.
Horizon House, Inc. 1033 E. Washington Street Indianapolis, IN 46202	2011	25,000.00	25,000.00	0.00	Support for daytime hospitality services for the homeless in downtown Indianapolis.
Humane Society of Indianapolis, Inc. 7929 N. Michigan Road Indianapolis, IN 46268 Indiana Center For Family School and Community	2011	150,000.00	150,000.00	0.00	Support to educate residents in the Fountain Square area on animal welfare issues.
Partnerships, Inc. 921 E. 86th Street, Suite 108 Indianapolis, IN 46240	2011	100,000.00	100,000.00	0.00	Support over two years to expand the Voices in Action program to include three Indianapolis teams of Latino parents.
Indiana Family Health Council, Inc. One Jackson Square, Suite 1000 233 S. McCrea Street Indianapolis, IN 46225-1043	2011	45,000.00	45,000.00	0.00	Support to implement the Indianapolis Teen Education for Pregnancy Prevention program at six IPS schools.
Indiana Foster Care and Adoption Association, Inc. 509 National Avenue, Suite A Indianapolis, IN 46227	2011	53,000.00	53,000.00	0.00	Support to assist 40 additional Marion County families become foster or adoptive parents and to create online learning opportunities for these parents.

Indiana Legal Services, Inc. 151 N. Delaware Street, Suite 1640 Indianapolis, IN 46204	2011	120,000.00	60,000.00	60,000.00	Support over two years to expand the Medical-Legal Partnership Project to assist an estimated 100 inner-city mental health patients.
Indiana University Foundation 815 W. Michigan Street, UC B10-C Indianapolis, IN 46202	2011	770,043.00	427,812.00	0.00	Support for the Nina Mason Pulliam Legacy Scholars program.
Indiana Wildlife Federation, Inc. 4715 W. 106th Street Zionsville, IN 46077	2011	44,000.00	44,000.00	0.00	Support to educate homeowners, lawn care service companies and lawn care/fertilizer stores about the threat to Indiana's waterways associated with using phosphorus-enriched fertilizer.
Indiana Youth Group, Inc. PO Box 20716 Indianapolis, IN 46220-0716	2011	50,000.00	50,000.00	0.00	Support of services that assist Indianapolis gay, lesbian, bisexual, transgender and questioning youth.
Indianapolis Algebra Project, Inc. 2804 Questend South Drive Indianapolis, IN 46222	2011	8,000.00	8,000.00	0.00	Support for a mathematics summer program for youth ages 3 to 17.
Indianapolis Chamber of Commerce Foundation 111 Monument Circle, Suite 1950 Indianapolis, IN 46204	2011	200,000.00	100,000.00	100,000.00	Support over two years for the Common Goal program seeking to increase graduation rates to 80 percent by 2012 in 14 Marion County and IPS high schools.
Indianapolis Housing Agency 1919 N. Meridian Street Indianapolis, IN 46202-1303	2011	5,000.00	5,000.00	0.00	Support for the PRIDE Summer Employment Program, which provides educational opportunities in finance, goal setting, skill building and computers for youth, ages 14 to 18.
Indianapolis Marion County Public Library Foundation 2450 N. Meridian Street Indianapolis, IN 46208	2011	165,000.00	165,000.00	0.00	Support to expand the Ready to Read initiative by increasing the number and coordination of early childhood literacy services to 2,600 children at 250 Marion County licensed day care facilities.
Indianapolis Resource Center for Independent Living, Inc. 5302 E. Washington Street Indianapolis, IN 46219	2011	30,000.00	30,000.00	0.00	Support to expand the Youth Achieving Independent Living program in Marion County to assist at least 100 disabled youth.
Indianapolis Urban League, Inc. 777 Indiana Avenue Indianapolis, IN 46202	2011	150,000.00	75,000.00	75,000.00	Support over two years for the Step Up initiative to assist 20 adults obtain vocational skills in the carpentry construction industry and biotech/bioprocessing manufacturing industry.
Interfaith Cooperative Ministries PO Box 2225 Phoenix, AZ 85002-2225	2011	30,000.00	30,000.00	0.00	Support to provide resources and case management services for nearly 5,000 low-income elderly individuals seeking self-sufficiency and independent living.
Interfaith Cooperative Ministries PO Box 2225 Phoenix, AZ 85002-2225	2011	10,000.00	10,000.00	0.00	Support for the Financial Assistance Program to provide emergency help to low-income and homeless individuals and families during the holiday season.

Ivy Tech Community College Foundation 50 W. Fall Creek Parkway North Drive Room 141 Indianapolis, IN 46208-5752	2011	\$385,718.00	\$107,733.00	\$0.00	Support for the Nina Mason Pulliam Legacy Scholars program.
Jameson Camp, Inc. 2001 Bridgeport Road Indianapolis, IN 46231	2011	8,000.00	8,000.00	0.00	Support for a residential program providing four summer camps for youth ages 7 to 17.
John F. Long Family Services Center 3454 N. 51st. Avenue Phoenix, AZ 85031-2175	2011	7,600.00	7,600.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
John H. Boner Community Center, Inc. 2236 E. 10th Street Indianapolis, IN 46201	2011	125,000.00	75,000.00	50,000.00	Support over two years for the Youth Education Town and other programs at the new Chase Near Eastside Legacy Center.
Julian Center, Inc. 2011 N. Meridian Street Indianapolis, IN 46202	2011	70,000.00	70,000.00	0.00	Support for the Legal Services Program to provide free legal assistance to domestic violence victims.
Kaleidoscope Church and Community Partnership 4186 N. Broadway Street Indianapolis, IN 46205	2011	100,000.00	50,000.00	50,000.00	Support over two years for the Kaleidoscope Education Enrichment Program to assist at least 30 young adults move toward self-sufficiency.
Keep Indianapolis Beautiful, Inc. 1029 Fletcher Avenue Indianapolis, IN 46203	2011	70,000.00	35,000.00	35,000.00	Support over two years for a community-based riparian habitat restoration program within the Pogue's Run watershed.
Little Bethel Missionary Baptist Church 3276 Winthrop Avenue Indianapolis, IN 46205	2011	5,500.00	5,500.00	0.00	Support for an educational summer program for children ages 5 to 13.
Lodestar Day Resource Center, Inc. 1125 W. Jackson Street Phoenix, AZ 85007	2011	120,000.00	120,000.00	0.00	Support for the Pathway to Housing Project to assist nearly 2,600 homeless individuals in Maricopa County acquire housing and receive financial assistance and counseling services.
Lost Our Home Pet Foundation, Inc. 16211 N. Scottsdale Road, Suite A6A 276 Scottsdale, AZ 85254	2011	25,000.00	25,000.00	0.00	Support for a second year to expand rescue and adoption programs and services for nearly 1,000 abandoned and displaced dogs and cats in Maricopa County.
Madame Walker Urban Life Center, Inc. 617 Indiana Avenue Indianapolis, IN 46202	2011	8,000.00	8,000.00	0.00	Support for an arts summer program for youth ages 6 to 18.
Marian University 3200 Cold Spring Road Indianapolis, IN 46222-1997	2011	1,000,000.00	1,000,000.00	0.00	Support to establish an endowment fund for the EcoLab to further science and environmental education for area K-12 schools and the local community.
Maricopa Community College District Foundation 2411 W. 14th Street Tempe, AZ 85281-6942	2011	333,561.00	173,171.00	0.00	Support for the Nina Mason Pulliam Legacy Scholars program.

Marion County Commission On Youth Inc 3901 N. Meridian Street, Suite 201 Indianapolis, IN 46208	2011	40,000.00	40,000.00	0.00	Support over two years to expand the youth program quality assessment and improvement system for 20 youth-serving agencies in central Indiana.
McDowell Sonoran Land Conservancy 16435 N. Scottsdale Road, Suite 110 Scottsdale, AZ 85254	2011	50,000.00	50,000.00	0.00	Support for a second year for an inventory and assessment of the McDowell Sonoran Preserve's plant and animal life to guide the restoration, conservation and protection of the existing and proposed 36,400-acre preserve in Scottsdale.
Metropolitan Indianapolis Public Broadcasting, Inc. 1630 N. Meridian Street Indianapolis, IN 46202	2011	30,000.00	30,000.00	0.00	Support for a 2012 sponsorship on its NPR station.
Midwest Men of Integrity, Inc. 7734 Moller Road Indianapolis, IN 46268	2011	25,000.00	25,000.00	0.00	Support for the Jobs Training Center to provide employment and life-skills training for at least 125 male ex-offenders.
Miracle League Of Arizona 20701 N. Scottsdale Road Scottsdale, AZ 85255	2011	50,000.00	50,000.00	0.00	Support to develop programs and volunteer services for 350 children with physical and mental disabilities throughout Maricopa County to play baseball at a specialized ballfield in northeast Scottsdale.
Mizpah II, Inc. 1901 N. Harding Street Indianapolis, IN 46202	2011	5,000.00	5,000.00	0.00	Support for a nature-based and environmental education summer camp for youth ages 5 to 19.
MSD of Washington Township 8550 Woodfield Crossing Boulevard Indianapolis, IN 46240	2011	2,500.00	2,500.00	0.00	Support for an English language program for refugee students, ages 9 to 13, who speak Karen or Karenni.
National Audubon Society 225 Varick Street, 7th Floor New York, NY 10014	2011	50,000.00	50,000.00	0.00	Support for a third year to develop conservation initiatives in Indiana to benefit threatened birds and address water quality issues in urban, rural and agricultural settings.
National Audubon Society, Inc. 3131 S. Central Avenue Phoenix, AZ 85040	2011	100,000.00	100,000.00	0.00	Support for a third year to provide education, outreach and community programs for over 16,000 students and visitors to the Nina Mason Pulliam Rio Salado Audubon Center in south central Phoenix.
National Center For Youth Law 405 14th Street, 15th Floor Oakland, CA 94612-2701	2011	75,000.00	75,000.00	0.00	Support to implement the FosterEd Initiative to assist 1,250 foster care children in Marion County to attain better educational outcomes.
National Foster Youth Action Network PO Box 26690 San Francisco, CA 94126	2011	75,000.00	75,000.00	0.00	Support to implement the Foster Youth Connection of Indiana to empower foster youth to take leadership roles in advocating for their interests in conjunction with Child Advocates.
National Society To Prevent Blindness 70 E. 91st Street, Suite 204 Indianapolis, IN 46240	2011	40,000.00	40,000.00	0.00	Support for ongoing vision screenings and other program activities, including outreach to school-aged children in Indianapolis.
Neighborhood Housing Services Of Phoenix 1405 E. McDowell Road, Suite 100 Phoenix, AZ 85006	2011	60,000.00	60,000.00	0.00	Support for the homeownership preservation and renewal project for financial recovery classes to educate 150 current homeowners in Maricopa County facing foreclosure, awaiting mortgage modifications or

Noble, Inc. 7701 E. 21st Street Indianapolis, IN 46219	2011	50,000.00	50,000.00	0.00	Support for the Community Living program to assist 30 individuals with developmental disabilities live independently.
Northern Arizona University Foundation, Inc. PO Box 4094 Flagstaff, AZ 86011-4094	2011	146,000.00	72,000.00	74,000.00	Support over two years to promote restoration of high-elevation springs and wetlands at 200 sites in the Coconino and Kaibab National Forests of northern Arizona.
One Step Beyond, Inc. 9299 W. Olive Avenue, Suite 311 Peoria, AZ 85345	2011	75,000.00	75,000.00	0.00	Support to maintain and expand employment opportunities for 120 developmentally disabled adults, ages 18 to 50, in northwest Maricopa County.
Peace Learning Center, Inc. 6040 DeLong Road Indianapolis, IN 46254-9797	2011	120,000.00	60,000.00	60,000.00	Support over two years to implement the Peace Coach Program, offering at least 950 IPS students real-world perspectives on the value of communication skills and civility.
People's Burn Foundation of Indiana, Inc. 6337 Hollister Drive, Suite 2H Indianapolis, IN 46224	2011	10,000.00	10,000.00	0.00	Support for a residential summer camp for burn survivors.
Peoria CAP 8335 W. Jefferson Peoria, AZ 85380	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Phoenix Gospel Mission 1468 N. 26th Avenue Phoenix, AZ 85009	2011	15,000.00	15,000.00	0.00	Support for meal services, food boxes and shelter programs during the holiday season.
Phoenix Herpetological Society, Inc. 20701 N. Scottsdale Road, Suite 107 Scottsdale, AZ 85255	2011	1,000.00	1,000.00	0.00	Support for general operating expenses.
Planned Parenthood of Indiana, Inc. 200 S. Meridian Street, Suite 400 Indianapolis, IN 46225	2011	150,000.00	150,000.00	0.00	Support for services to low-income women at four Marion County health centers.
POPSICLE Center, Inc. 8711 E. Pinnacle Peak Road, Suite 290 Scottsdale, AZ 85255	2011	25,000.00	25,000.00	0.00	Support for a screening tool for the early detection of pediatric feeding disturbances with the potential to reach approximately 15,000 children in Arizona.
President Benjamin Harrison Foundation, Inc. 1230 N. Delaware Street Indianapolis, IN 46202	2011	30,000.00	30,000.00	0.00	Support to take the fourth-grade program, Settlers and Surveyors, to school classrooms for 2,000 IPS students.
ROSE'S HOUSE: A MUSIC ACADEMY FOR CHILDREN, Inc. PO Box 13446 Phoenix, AZ 85060-2446	2011	60,000.00	60,000.00	0.00	Support to purchase a van to transport over 300 students and their instruments to performances, community service projects and education programs.
Round Valley Animal Rescue PO Box 1772 Eagar, AZ 85925	2011	2,500.00	2,500.00	0.00	Support to provide food and shelter to animals displaced by the Wallow Fire.

Ryan House 110 W. Merrell Street Phoenix, AZ 85013-4500	2011	75,000.00	75,000.00	0.00	Support for a second year to provide palliative and end-of-life care for children diagnosed with life-threatening conditions, and respite to over 300 Arizona families.
Salvation Army Southwest Division - Phoenix Southwest Divisional Headquarters 2707 E. Van Buren Street Phoenix, AZ 85008	2011	50,000.00	50,000.00	0.00	Support for the annual Christmas program, which distributes food, toys and gifts to low-income families and individuals.
Salvation Army Southwest Division - Phoenix Southwest Divisional Headquarters 2707 E. Van Buren Street Phoenix, AZ 85008	2011	5,000.00	5,000.00	0.00	Support to provide food and services to residents affected by the Wallow Fire.
School On Wheels Corp. 2815 E. 62nd Street, Suite 200 Indianapolis, IN 46220	2011	50,000.00	50,000.00	0.00	Support for the Ignite Learning Program, which provides educational assistance to homeless children and their parents.
Season for Sharing and Information Services, Inc. 7507 E. Osborn Road Phoenix, AZ 85004	2011	50,000.00	50,000.00	0.00	Support for the Community Resource Center on the Cholla Special Needs Community Campus in Scottsdale to assist 250 young adults with special needs and their families obtain disability services.
Season for Sharing c/o Central Indiana Community Foundation Inc. 615 N. Alabama Street, Suite 119 Indianapolis, IN 46204-1498	2011	13,500.00	13,500.00	0.00	Support for the Season for Sharing campaign to assist agencies that improve the quality of life as well as educational opportunities for children.
Season for Sharing c/o The Arizona Community Foundation 200 E. Van Buren Street Phoenix, AZ 85004	2011	50,000.00	50,000.00	0.00	Support for Season for Sharing, an annual holiday campaign to help health and human service agencies in Arizona.
Seeds of Hope, Inc. 1425 S. Mickley Avenue Indianapolis, IN 46241	2011	18,800.00	18,800.00	0.00	Support to continue services to women in addiction recovery while the residential facility undergoes expansion and renovation.
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105	2011	60,000.00	60,000.00	0.00	Support for Arizona Water Sentinels, a conservation program to restore and protect streams and associated riparian areas, primarily the Verde and San Pedro rivers and the Rio Salado restoration area in Phoenix, through volunteer watershed stewards.
Sky Island Alliance PO Box 41165 Tucson, AZ 85717	2011	90,000.00	90,000.00	0.00	Support for a third year for Conserving the Sky Islands: Adapting to a Changing Climate.
Social Health Association of Indiana, Inc. 615 N. Alabama Street, Suite 228 Indianapolis, IN 46204	2011	5,000.00	5,000.00	0.00	Support for a summer program for life skills education in bully prevention for Indianapolis youth ages 5 to 19.

Society of St. Vincent de Paul Archdiocesan CNCL of Indianapolis Inc. 3001 E. 30th Street Indianapolis, IN 46218-2850	2011	25,000.00	25,000.00	0.00	Support for the food pantry that serves more than 3,000 shoppers weekly.
Sojourner Center PO Box 20156 Phoenix, AZ 85036	2011	155,880.00	155,880.00	0.00	Support to provide 4,090 bed nights of emergency shelter and related support services for women and children in Maricopa County who are victims of domestic violence.
Sonoran Institute 44 E. Broadway Boulevard, Suite 350 Tucson, AZ 85701	2011	68,000.00	68,000.00	0.00	Support to evaluate ecological land values and provide public information about the unique characteristics of nearly 1 million acres of state trust land recommended for conservation.
Southwest Autism Research And Resource Center 300 N. 18th Street Phoenix, AZ 85006-4103	2011	25,000.00	25,000.00	0.00	Support to provide 4,090 bed nights of emergency shelter and related support services for women and children in Maricopa County who are victims of domestic violence.
Southwest Human Development 2850 N. 24th Street Phoenix, AZ 85008	2011	65,000.00	65,000.00	0.00	Support for the Kinship Care and Adoptions program to continue to provide financial assistance to 170 grandparents or other relatives caring for children removed from their homes due to abuse or neglect.
Spay-Neuter Services, Inc. PO Box 55917 Indianapolis, IN 46205-0917	2011	50,000.00	50,000.00	0.00	Support to subsidize at least 900 (450 per year) free spay and neuter services for clients through animal welfare partner agencies.
St. Joseph The Worker PO Box 13503 Phoenix, AZ 85002	2011	30,000.00	30,000.00	0.00	Support for the Client Follow-Up Program at the Human Services Campus in downtown Phoenix to provide case management services to approximately 220 homeless individuals.
St. Vincent Hospital Foundation, Inc. 8402 Harcourt Road, Suite 210 Indianapolis, IN 46260-2051	2011	130,000.00	90,000.00	40,000.00	Support over two years for the Success Through Academic Prosperity & Life/Employment Support program to help an estimated 40 unemployed central Indiana residents obtain health care certifications.
Stopover, Inc. 2236 E. 10th Street Indianapolis, IN 46201-2099	2011	50,000.00	50,000.00	0.00	Support for the Transitional Living Program for young men and women who are homeless or near homeless.
Summer Youth Program Fund c/o Arizona Community Foundation 2201 E. Camelback Road, Suite 202 Phoenix, AZ 85016	2011	125,000.00	125,000.00	0.00	Support for the Summer Youth Program Fund for organizations that provide academic enrichment, arts and recreational summer programs for children of low-income families.
Sunnyslope Family Services Center 914 W. Hatcher Phoenix, AZ 85021-3508	2011	7,600.00	7,600.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Sycamore Land Trust Incorporated PO Box 7801 Bloomington, IN 47407	2011	80,000.00	80,000.00	0.00	Support over two years to expand the organization's capacity to carry out environmental education and land preservation activities.

Tangram, Inc. 5155 Pennwood Drive Indianapolis, IN 46205	2011	60,000.00	60,000.00	0.00	Support for the Empowerment for Employment program to develop employment plans for 75 individuals with developmental disabilities and seek internships and jobs for 22 individuals.
Tanner Community Development Corporation 700 E. Jefferson Street, Suite 200 Phoenix, AZ 85034-2236	2011	65,000.00	65,000.00	0.00	Support to expand programs to meet the economic, education, health and housing needs of approximately 24,000 low- and moderate-income African Americans in the Phoenix area.
Teach For America, Inc. 3030 N. Central Avenue, Suite 900 Phoenix, AZ 85012	2011	250,000.00	125,000.00	125,000.00	Support over two years for the Early Childhood Education program to prepare preschool students from low-income families for kindergarten in Maricopa County.
Teachers' Treasures, Inc. 1800 E. 10th Street Indianapolis, IN 46201	2011	25,000.00	25,000.00	0.00	Support for a program that provides donated school and office supplies to teachers working in schools with students from predominantly low-income families.
Tempe Community Action Agency 2150 E. Orange Street Tempe, AZ 85281	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Tempe Community Action Agency 2150 E. Orange Street Tempe, AZ 85281	2011	50,000.00	50,000.00	0.00	Support for the Interfaith Homeless Emergency Lodging Program to expand employment opportunities and provide daily showers for 35 homeless adults in the city of Tempe.
Templo Maranatha, Inc. 3002 N. 27th Avenue Phoenix, AZ 85017	2011	86,000.00	86,000.00	0.00	Support to build two playgrounds at the Maranatha Childcare Center to provide 270 youth with shaded outdoor activity space.
The Children's Museum of Indianapolis, Inc. PO Box 3000 Indianapolis, IN 46206	2011	5,000.00	5,000.00	0.00	Support for a daily summer camp for children, ages 6 to 12, living near the Museum.
The Indiana School for the Deaf 1200 E. 42nd Street Indianapolis, IN 46205	2011	5,500.00	5,500.00	0.00	Support for a residential summer program for deaf or hearing-impaired youth ages 9 to 19.
The Salvation Army Social Service Center 540 N. Alabama Street Indianapolis, IN 46204	2011	50,000.00	50,000.00	0.00	Support to provide services to central Indiana women and their children fleeing domestic violence and/or homelessness.
The Salvation Army, Indianapolis 3100 N. Meridian Street Indianapolis, IN 46208-4718	2011	50,000.00	50,000.00	0.00	Support to provide shelter and services for low-income and at-risk women with children and families during the holiday season.
Town of Buckeye Community Action Program 201 E. Center Buckeye, AZ 85326	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Town of Gila Bend CAP PO Box 439 Gila Bend, AZ 85337	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.

Town of Guadalupe CAP 9241 S. Avenida del Yaqui Guadalupe, AZ 85283	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Travis L. Williams Family Services Center 4732 S. Central Avenue Phoenix, AZ 85040-2150	2011	7,600.00	7,600.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
UMOM New Day Centers, Inc. 3333 E. Van Buren Street Phoenix, AZ 85008	2011	100,000.00	100,000.00	0.00	Support for the Childcare Program to provide a safe, stable and nurturing environment for children residing in the UMOM New Day Center Shelter.
United Food Bank 245 S. Nina Drive Mesa, AZ 85210	2011	5,000.00	5,000.00	0.00	Support to provide food and supplies to residents affected by the Wallow Fire.
United Way of Central Indiana Winter Assistance Fund 3901 N. Meridian Street Indianapolis, IN 46208	2011	75,000.00	75,000.00	0.00	Support to provide emergency utility assistance for low-income households.
United Way of Central Indiana, Inc. United Christmas Service 3901 N. Meridian Street Indianapolis, IN 46208	2011	50,000.00	50,000.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
United Way of Central Indiana, Inc. 3901 N. Meridian Street Indianapolis, IN 46205	2011	117,155.00	117,155.00	0.00	Support of the Community Economic Relief Fund, which provides direct financial assistance to community organizations that help those most in need.
United Way of Central Indiana, Inc. 3901 N. Meridian Street Indianapolis, IN 46205	2011	100,000.00	100,000.00	0.00	Support for the 2011 annual campaign to assist with the funding of basic needs services.
University of Arizona Foundation 1119 N. Cherry Avenue Tucson, AZ 85721	2011	338,000.00	110,000.00	228,000.00	Support over three years for Connecting Environmental Water Needs to Arizona Water Planning, a statewide project to shape water management solutions to benefit the environment and existing water users.
Upper White River Watershed Alliance, Inc. PO Box 2065 Indianapolis, IN 46206-2065	2011	100,000.00	40,000.00	60,000.00	Support to establish an annual festival focused on the White River and a variety of activities to promote community-wide environmental awareness and stewardship.
Valley Of The Sun United Way 1515 E. Osborn Road Phoenix, AZ 85014-5386	2011	400,000.00	400,000.00	0.00	Support for the Homelessness and Hunger Funders Collaborative to allocate funds to programs that primarily assist the homeless and those needing food in Maricopa County.
Valley Of The Sun United Way 1515 E. Osborn Road Phoenix, AZ 85014-5386	2011	100,000.00	100,000.00	0.00	Support for the 2011 annual campaign to assist with the funding of basic needs services.

2011 Grants Paid with Descriptions.xlsx

Valley of the Sun Young Men's Christian Association 350 N. First Avenue Phoenix, AZ 85003	2011	100,000.00	75,000.00	25,000.00	Support over two years to expand the i-Learn Education program at the Mesa and South Mountain branches to combat the high dropout rate and facilitate students earning their high school diploma.
Villages of Indiana, Inc.. 3833 N. Meridian Street Indianapolis, IN 46208	2011	95,000.00	95,000.00	0.00	Support over two years of the Healthy Families program to assist 25 to 30 new parents.
Wellcare Foundation 55 E. Lexington Avenue Phoenix, AZ 85012	2011	44,000.00	44,000.00	0.00	Support for a third year to assist 480 low-income single mothers and their children with medical services at the clinic in the Spencer D. & Mary Jane Stewart Boys & Girls Club in the west Valley.
Wheeler Mission Ministries 205 E. New York Street Indianapolis, IN 46204	2011	50,000.00	50,000.00	0.00	Support for a men's homeless shelter that provides medical care, a dental clinic, a reading room/day center and a clothing exchange.
Wickenburg CAP 255 N. Washington Wickenburg, AZ 85358	2011	6,650.00	6,650.00	0.00	Support to provide low-income families and individuals with assistance during the holiday season.
Women In Motion, Inc. 6245 Old Barn Ct. Indianapolis, IN 46268	2011	30,000.00	30,000.00	0.00	Support for the HIV/AIDS Education and Outreach program to empower 700 women and teens to make healthy lifestyle choices to prevent HIV/AIDS.
Workforce, Inc. 754 N. Sherman Drive, Suite 220 Indianapolis, IN 46201	2011	150,000.00	75,000.00	75,000.00	Support over two years to assist 100 additional ex-offenders to reintegrate into the community.
Y-Press, Inc. 307 N. Pennsylvania Street Indianapolis, IN 46204	2011	10,000.00	10,000.00	0.00	Support for City Stories, a summer audio and writing program for youth ages 10 to 19.
Total		14,624,026.00	13,000,000.00	2,106,500.00	

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
UNREALIZED GAIN ON INVESTMENTS	310000	317,784.	18	-13,388,068.
UNRELATED BUSINESS INCOME				
TOTALS		317,784.		-13,388,068.



BNY MELLON

IVA-DIVERSIFIED INTL - B85F29531302

Asset Detail - By Asset type

12/31/2011

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par	Security ID Description	Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
------------	-------------------------	----------	---------------------	--------------------	----------------------------	---------------------	---

EQUITY

U.S. DOLLAR

580,576 357 IVA INTERNATIONAL FUND
45070A404 1

14 7900
14 7900

8,041,827.31
8,041,827.31

8,586,724.32
8,586,724.32

100.00

544,897.01
544,897.01



JNY MELLON

MFS INV MGMT - B85F29531202

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2011

Shares/Par	Security ID Description	Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
501,427,874	MFS INSTITUTIONAL		15.9200	7,400,002.97	7,982,731.75	100.00	582,728.78
552,966,806	MFS INTERNATIONAL EQUITY FUND		15.9200	7,400,002.97	7,982,731.75		582,728.78

EQUITY

U.S. DOLLAR

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
---	---------------------	--------------------	----------------------------	---------------------	---

FIXED INCOME SECURITIES

U.S. DOLLAR

356,168,040 US TREAS-CPI INFLAT 912828GX2 2 625% 07/15/2017 DD 07/15/07	119 0390 119 0390	369,297 05 369,297 05	423,978 87 423,978 87	4.58	54,681 82 54,681 82
471,254,960 US TREAS-CPI INFLAT 912828HN3 1.625% 01/15/2018 DD 01/15/08	113 8750 113 8750	468,853 29 468,853 29	536,641 59 536,641 59	5.79	67,788.30 67,788 30
467,093,430 US TREAS-CPI INFLATION INDEX 912828HW3 0 625% 04/15/2013 DD 04/15/08	101 6880 101.6880	463,016 12 463,016 12	474,977 97 474,977 97	5.13	11,961 85 11,961 85
437,879 190 US TREAS-CPI INFLAT 912828JE1 1.375% 07/15/2018 DD 07/15/08	113 2190 113 2190	446,889.25 446,889 25	495,762 44 495,762 44	5.35	48,873 19 48,873 19
515,728 740 US TREAS-CPI INFLATION INDEX 912828JX9 2 125% 01/15/2019 DD 01/15/09	118.8590 118 8590	553,118 29 553,118 29	612,990 02 612,990 02	6.62	59,871 73 59,871.73
440,819 400 US TREAS-CPI INFLATION INDEX 912828KM1 1 250% 04/15/2014 DD 04/15/09	104.7890 104 7890	448,016 53 448,016 53	461,930 24 461,930 24	4.99	13,913.71 13,913 71
535,552 500 US TREAS-CPI INFLATION INDEX 912828LA6 1 875% 07/15/2019 DD 07/15/09	117 8200 117.8200	558,486.73 558,486.73	630,987 96 630,987 96	6.81	72,501 23 72,501.23
538,219,680 US TREAS-CPI INFLATION INDEX 912828MF4 1 375% 01/15/2020 DD 01/15/10	113 8590 113.8590	550,677 68 550,677.68	612,811 55 612,811 55	6.61	62,133 87 62,133 87
807 684 510 US TREAS-CPI INFLATION INDEX 912828MY3 0 500% 04/15/2015 DD 04/15/10	104 6330 104.6330	826,458 60 826,458 60	845,104 53 845,104 53	9.12	18,645 93 18,645.93

TOTAL ASSETS



BNY MELLON

MCDONALD CAPITAL - B85F29531002

Asset Detail - By Asset type

12/31/2011

Report ID : IACS0005

Base Currency : USD

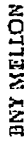
Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
---	---------------------	--------------------	----------------------------	---------------------	---

EQUITY

U.S. DOLLAR

16,400 000 BED BATH & BEYOND INC 075896100	57 9700 57.9700	477 037 16 477,037 16	950,708 00 950,708 00	9 83	473,670.84 473,670.84
11,850 000 CARDINAL HEALTH INC 14149Y108	40 6100 40 6100	295,499 06 295,499 06	481,228 50 481,228 50	4 98	185,729.44 185,729 44
8,375 000 CLOROX CO 189054109	66 5600 66.5600	455,558 78 455,558 78	557,440 00 557,440 00	5 76	101,881.22 101,881.22
19,850 000 COMCAST CORP 20030N101	23 7100 23 7100	295,880 32 295,880 32	470,643 50 470,643 50	4 87	174,763.18 174,763.18
15,875 000 ECOLAB INC 278865100	57 8100 57 8100	765,599 81 765,599 81	917,733 75 917,733 75	9.49	152,133.94 152,133 94
10,725 000 EXPEDITORS INTERNATIONAL OF WA 302130109	40 9600 40 9600	457,501 09 457,501 09	439,296 00 439,296 00	4.54	-18,205.09 -18,205.09
33,750 000 MICROSOFT CORP 594918104	25 9600 25 9600	684,800 72 684,800 72	876,150 00 876,150 00	9 06	191,349 28 191,349 28
14,450 000 NIKE INC 654106103	96 3700 96 3700	761,714 41 761,714 41	1,392,546 50 1,392,546 50	14.40	630,832.09 630,832 09
34,875 000 PAYCHEX INC 704326107	30 1100 30 1100	965,061 02 965,061 02	1,050,086 25 1,050,086 25	10 86	85,025 23 85,025 23



Status : FINAL

Shares/Par Security ID	Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
49,925,000 743315103	PROGRESSIVE CORP/THE	19 5100 19 5100	711,341 91 711,341 91	974,036 75 974,036 75	10 07	262,694 84 262,694 84
4,200,000 911312106	UNITED PARCEL SERVICE INC	73 1900 73 1900	223,050 12 223,050 12	307,398.00 307,398.00	3.18	84,347 88 84,347 88
4,425 000 941848103	WATERS CORP	74 0500 74 0500	217,866.67 217,866.67	327,671 25 327,671.25	3.39	109,804 58 109,804.58
33,625 000 949746101	WELLS FARGO & CO	27 5600 27 5600	696,126 39 696,126 39	926,705.00 926,705 00	9.58	230,578 61 230,578.61
TOTAL U.S. DOLLAR EQUITY				7,007,037.46 7,007,037.46	100.00	2,664,606.04 2,664,606.04
TOTAL ASSETS EQUITY				7,007,037.46	100.00	2,664,606.04
TOTAL ASSETS				7,007,037.46	100.00	2,664,606.04



BNY MELLON

HS MANAGEMENT - B85F29530802

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2011

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY					
EURO CURRENCY UNIT					
6,175,000 DANONE EFB1Y9TB7 EUR0.25 (POST SUBDIVISION)	48 5700 63 0511	275,684 24 378,674 91	299,919 75 389,340 82	4.62	24,235.51 10,665 91
U.S. DOLLAR					
13,150,000 ADOBE SYSTEMS INC 00724F101	28.2700 28.2700	371,009 81 371,009 81	371,750.50 371,750.50	4 41	740 69 740.69
6,325 000 ANHEUSER-BUSCH INBEV NV 03524A108 ADR	60 9900 60 9900	336,965 43 336,965.43	385,761 75 385,761 75	4.58	48,796 32 48,796 32
4,500 000 CHEESECAKE FACTORY INC/THE 163072101	29 3500 29 3500	119,135 53 119,135 53	132,075.00 132,075 00	1 57	12,939.47 12,939 47
2,500 000 COCA-COLA CO/THE 191216100	69.9700 69.9700	152,067.62 152,067.62	174,925.00 174,925 00	2.08	22,857.38 22,857.38
4,050,000 DIAGEO PLC 25243Q205 ADR	87 4200 87 4200	282,369 71 282,369 71	354,051.00 354,051 00	4 20	71,681.29 71,681 29
12,975,000 WALT DISNEY CO/THE 254687106	37 5000 37 5000	452,168.52 452,168.52	486,562 50 486,562 50	5.78	34,393 98 34,393.98
4,950 000 DISCOVERY COMMUNICATIONS INC 25470F104	40 9700 40 9700	197,922.69 197,922 69	202,801 50 202,801.50	2 41	4,878 81 4,878.81
19,100 000 EBAY INC 278642103	30 3300 30 3300	564,688 44 564,688 44	579,303.00 579,303 00	6.88	14,614 56 14,614 56



BNY MELLON

HS MANAGEMENT - B85F29530802

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

12/31/2011

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
770 000 GOOGLE INC 38259P508	645 9000 645 9000	407,776 48 407,776 48	497,343 00 497,343 00	5.91	89,566.52 89,566.52
11,850 000 HASBRO INC 418056107	31 8900 31.8900	441,372.16 441,372 16	377,896 50 377,896 50	4.49	-63,475.66 -63,475.66
2,475.000 INTERNATIONAL FLAVORS & FRAGRA 459506101	52 4200 52.4200	136,844.78 136,844 78	129,739.50 129,739 50	1.54	-7,105.28 -7,105.28
5,125 000 KELLOGG CO 487836108	50 5700 50 5700	257,158 55 257,158.55	259,171 25 259,171.25	3.08	2,012.70 2,012.70
1,175 000 MCDONALD'S CORP 580135101	100 3300 100 3300	82,744.30 82,744 30	117,887.75 117,887 75	1.40	35,143.45 35,143.45
20,800 000 MICROSOFT CORP 594918104	25 9600 25.9600	528,626.64 528,626 64	539,968 00 539,968.00	6.41	11,341.36 11,341.36
6,600 000 NESTLE SA 641069406 ADR	57 7480 57.7480	276,613.96 276,613.96	381,136 80 381,136.80	4.53	104,522.84 104,522.84
15,750 000 CHARLES SCHWAB CORP/THE 808513105	11.2600 11.2600	178,571 28 178,571 28	177,345.00 177,345 00	2.11	-1,226.28 -1,226.28
12,425 000 SCRIPPS NETWORKS INTERACTIVE I 811065101	42 4200 42.4200	493,844.10 493,844 10	527,068 50 527,068.50	6.26	33,224.40 33,224.40
10,850.000 STAPLES INC 855030102	13 8900 13 8900	159,889 15 159,889.15	150,706.50 150,706 50	1.79	-9,182.65 -9,182.65



BNY MELLON

HS MANAGEMENT - B85F29530802

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2011

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
7,925,000 TARGET CORP 87612E106	51.2200 51.2200	406,275.57 406,275.57	405,918.50 405,918.50	4.82	-357.07 -357.07
4,600,000 3M CO 88579Y101	81.7300 81.7300	389,131.97 389,131.97	375,958.00 375,958.00	4.46	-13,173.97 -13,173.97
14,966,000 TIME WARNER INC 887317303	36.1400 36.1400	441,238.20 441,238.20	540,871.24 540,871.24	6.42	99,633.04 99,633.04
9,950,000 UNILEVER NV 904784709	34.3700 34.3700	295,865.53 295,865.53	341,981.50 341,981.50	4.06	46,115.97 46,115.97
20,825,000 WESTERN UNION CO/THE 959802109	18.2600 18.2600	379,256.80 379,256.80	380,264.50 380,264.50	4.52	1,007.70 1,007.70
3,650,000 WILLIAMS-SONOMA INC 969904101	38.5000 38.5000	113,753.12 113,753.12	140,525.00 140,525.00	1.67	26,771.88 26,771.88
TOTAL U.S. DOLLAR EQUITY					565,721.45 565,721.45
TOTAL ASSETS EQUITY					576,387.36 576,387.36
TOTAL ASSETS					100.00 100.00



JNY MELLON

VAN ECK GOLD - B85F29531802

Asset Detail - By Asset type

12/31/2011

Report ID : IACS0005

Base Currency : U\$D

Status : FINAL

Shares/Par	Security ID Description	Link Ref	Price	Cost	Market Value	Percent Of	Net Unrealized
			Local/Base	Local/Base	Local/Base	Total	Gain/Loss
							Local/Base

EQUITY

U.S. DOLLAR

98,057,091	VAN ECK INTERNATIONAL		23,2800	2,544,070.68	2,282,769.08		-261,301.60
921075420	INVESTORS GOLD FUND INSTITUTIO		23,2800	2,544,070.68	2,282,769.08	100.00	-261,301.60



JNY MELLON
LONGLEAF PARTNERS - B85F29530602

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

12/31/2011

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
187,608 210 LONGLEAF PARTNERS SMALL-CAP	25 2300	4,803,803 95	4,733,355 14		-70,448.81
543069207 FUND	25 2300	4,803,803 95	4,733,355.14	100.00	-70,448.81

EQUITY

U.S. DOLLAR



JNY MELLON

EII INTL PROPERTY - B85F29508002

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2011

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
---	---------------------	--------------------	----------------------------	---------------------	---

EQUITY

U.S. DOLLAR

405,339 535 EII GLOBAL PROPERTY	13.4200	4,898,291.72	5,439,656.56	100.00	541,364.84
26852M204 FUND/UNITED STATES INSTITUTION	13.4200	4,898,291.72	5,439,656.56		541,364.84



BNY MELLON

T.R. NAT RESOURCES - B85F29508102

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

12/31/2011

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
---	---------------------	--------------------	----------------------------	---------------------	---

EQUITY

U.S. DOLLAR

125,989 247 T ROWE PRICE NEW ERA FUND
779559103

42 0500 4,718,787 22
42 0500 4,718,787 22

5,297,847 84
5,297,847 84

100 00

579,060 62
579,060 62



BNY MELLON

LEVIN CAPITAL - B85F29531702

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2011

Shares/Par Security/ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
---	---------------------	--------------------	----------------------------	---------------------	---

EQUITY

U.S. DOLLAR

1,745,000 ABB LTD	18,8300	32,315.34	32,858.35	0.42	543.01
000375204 ADR	18,8300	32,315.34	32,858.35		543.01

6,643,000 ALCOA INC	8,6500	92,838.80	57,461.95		-35,376.85
013817101	8,6500	92,838.80	57,461.95	0.74	-35,376.85

6,987,000 AMERICAN ELECTRIC POWER CO INC	41,3100	241,083.63	288,632.97		47,549.34
025537101	41,3100	241,083.63	288,632.97	3.70	47,549.34

1,629,000 ANADARKO PETROLEUM CORP	76,3300	120,135.00	124,341.57		4,206.57
032511107	76,3300	120,135.00	124,341.57	1.59	4,206.57

2,289,000 BIO-RAD LABORATORIES INC	96,0400	222,370.73	219,835.56		-2,535.17
090572207	96,0400	222,370.73	219,835.56	2.82	-2,535.17

12,316,000 BRIGGS & STRATTON CORP	15,4900	236,104.98	190,774.84		-45,330.14
109043109	15,4900	236,104.98	190,774.84	2.44	-45,330.14

3,423,000 CIGNA CORPORATION COM	42,0000	146,289.03	143,766.00		-2,523.03
125509109	42,0000	146,289.03	143,766.00	1.84	-2,523.03

21,585,000 CORNING INC	12,9800	284,462.52	280,173.30		-4,289.22
219350105	12,9800	284,462.52	280,173.30	3.59	-4,289.22

6,233,000 DEVON ENERGY CORP	62,0000	478,125.75	386,446.00		-91,679.75
25179M103	62,0000	478,125.75	386,446.00	4.95	-91,679.75



BNY MELLON

LEVIN CAPITAL - B85F29531702

Asset Detail - By Asset type

12/31/2011

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Link Ref	Shares/Par Security ID Description	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
1,850,000 263534109	EI DU PONT DE NEMOURS & CO	45.7800 45.7800	81,773.52 81,773.52	84,693.00 84,693.00	1.08	2,919.48 2,919.48
15,256,000 268648102	EMC CORP/MASSACHUSETTS	21.5400 21.5400	375,361.23 375,361.23	328,614.24 328,614.24	4.21	-46,746.99 -46,746.99
17,318,000 30162A108	EXELIS INC	9.0500 9.0500	169,936.36 169,936.36	156,727.90 156,727.90	2.01	-13,208.46 -13,208.46
12,680,000 46625H100	JPMORGAN CHASE & CO	33.2500 33.2500	484,223.02 484,223.02	421,610.00 421,610.00	5.40	-62,613.02 -62,613.02
10,223,000 548661107	LOWE'S COS INC	25.3800 25.3800	251,205.93 251,205.93	259,459.74 259,459.74	3.32	8,253.81 8,253.81
9,222,000 55616P104	MACY'S INC	32.1800 32.1800	257,371.30 257,371.30	296,763.96 296,763.96	3.80	39,392.66 39,392.66
12,693,000 58933Y105	MERCK & CO INC	37.7000 37.7000	433,854.23 433,854.23	478,526.10 478,526.10	6.13	44,671.87 44,671.87
10,772,000 59156R108	METLIFE INC	31.1800 31.1800	453,307.79 453,307.79	335,870.96 335,870.96	4.30	-117,436.83 -117,436.83
10,652,000 594918104	MICROSOFT CORP	25.9600 25.9600	284,096.22 284,096.22	276,525.92 276,525.92	3.54	-7,570.30 -7,570.30
6,130,000 60871R209	MOLSON COORS BREWING CO	43.5400 43.5400	273,204.08 273,204.08	266,900.20 266,900.20	3.42	-6,303.88 -6,303.88



BNY MELLON

LEVIN CAPITAL - B85F29531702

Asset Detail - By Asset type

12/31/2011

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par Security ID/Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
3,191,000 ORACLE CORP 68389X105	25.6500 25.6500	80,477.11 80,477.11	81,849.15 81,849.15	1.05	1,372.04 1,372.04
5,262,000 PACCAR INC 693718108	37.4700 37.4700	211,821.30 211,821.30	197,167.14 197,167.14	2.53	-14,654.16 -14,654.16
6,118,000 PEPSICO INC/NC 713448108	66.3500 66.3500	381,662.91 381,662.91	405,929.30 405,929.30	5.20	24,266.39 24,266.39
20,892,000 PFIZER INC 717081103	21.6400 21.6400	401,056.62 401,056.62	452,102.88 452,102.88	5.79	51,046.26 51,046.26
2,080,000 T ROWE PRICE GROUP INC 74144T108	56.9500 56.9500	107,780.75 107,780.75	118,456.00 118,456.00	1.52	10,675.25 10,675.25
4,410,000 RALCORP HOLDINGS INC 751028101	85.5000 85.5000	265,664.67 265,664.67	377,055.00 377,055.00	4.83	111,390.33 111,390.33
3,689,000 THERMO FISHER SCIENTIFIC INC 883556102	44.9700 44.9700	183,270.77 183,270.77	165,894.33 165,894.33	2.12	-17,376.44 -17,376.44
4,502,000 VERIZON COMMUNICATIONS INC 92343V104	40.1200 40.1200	161,353.46 161,353.46	180,620.24 180,620.24	2.31	19,266.78 19,266.78
8,565,000 VODAFONE GROUP PLC 92857W209 ADR	28.0300 28.0300	233,495.24 233,495.24	240,076.95 240,076.95	3.07	6,581.71 6,581.71
10,535,000 WILLIAMS COS INC/THE 969457100	33.0200 33.0200	274,618.11 274,618.11	347,865.70 347,865.70	4.46	73,247.59 73,247.59



BNY MELLON

LEVIN CAPITAL - B85F29531702

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

12/31/2011

Status : FINAL

Shares/Par Security ID/Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
23,096,000 XEROX CORP 984121103	7 9600 7 9600	207,053 51 207,053 51	183,844 16 183,844 16	2 35	-23,209 35 -23,209 35
10,215,000 YAHOO! INC 984332106	16 1300 16 1300	161,140 34 161,140 34	164,767 95 164,767 95	2 11	3,627 61 3,627 61
4,878,000 DELPHI AUTOMOTIVE PLC G27823106	21 5400 21 5400	103,605 12 103,605 12	105,072 12 105,072 12	1 35	1,467 00 1,467 00
5,165,000 INGERSOLL-RAND PUBLIC LIMITED G47791101 COMPANY	30 4700 30 4700	200,561 89 200,561 89	157,377 55 157,377 55	2 02	-43,184 34 -43,184 34
TOTAL U.S. DOLLAR EQUITY					-83,560 23 -83,560 23
TOTAL ASSETS EQUITY					-83,560 23 -83,560 23
TOTAL ASSETS					-83,560 23 -83,560 23



BNY MELLON

STANDISH MELLON - B85F29508402

Asset Detail - By Asset type

12/31/2011

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
FIXED INCOME SECURITIES					
U.S. DOLLAR					
65,000,000 U S TREASURY BOND	151.6170	98,252.04	98,551.05		299.01
912810EC8 8.875% 02/15/2019 DD 02/15/89	151.6170	98,252.04	98,551.05	0.44	299.01
225,000,000 U S TREASURY BOND	148.7190	303,988.23	334,617.75		30,629.52
912810ED6 8.125% 08/15/2019 DD 08/15/89	148.7190	303,988.23	334,617.75	1.49	30,629.52
97,000,000 U S TREASURY BOND	153.8050	127,698.67	149,190.85		21,492.18
912810EE4 8.500% 02/15/2020 DD 02/15/90	153.8050	127,698.67	149,190.85	0.67	21,492.18
67,000,000 U S TREASURY BOND	156.5860	92,723.66	104,912.62		12,188.96
912810EF1 8.750% 05/15/2020 DD 05/15/90	156.5860	92,723.66	104,912.62	0.47	12,188.96
152,000,000 U S TREASURY BOND	157.7270	218,092.44	239,745.04		21,652.60
912810EG9 8.750% 08/15/2020 DD 08/15/90	157.7270	218,092.44	239,745.04	1.07	21,652.60
112,000,000 U S TREASURY BOND	152.6020	163,380.66	170,914.24		7,533.58
912810EH7 7.875% 02/15/2021 DD 02/15/91	152.6020	163,380.66	170,914.24	0.76	7,533.58
105,000,000 U S TREASURY BOND	155.5940	162,906.04	163,373.70		467.66
912810EJ3 8.125% 05/15/2021 DD 05/15/91	155.5940	162,906.04	163,373.70	0.73	467.66
133,000,000 U S TREASURY BOND	156.6250	207,622.38	208,311.25		688.87
912810EK0 8.125% 08/15/2021 DD 08/15/91	156.6250	207,622.38	208,311.25	0.93	688.87
255,000,000 U S TREASURY BOND	156.2970	390,718.61	398,557.35		7,838.74
912810EL8 8.000% 11/15/2021 DD 11/15/91	156.2970	390,718.61	398,557.35	1.78	7,838.74



JNY MELLON

STANDISH MELLON - B85F29508402

Asset Detail - By Asset type

12/31/2011

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par	Security ID	Description	Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
1,101,000 000 U S TREASURY NOTE	912828KD1	2 750% 02/15/2019 DD 02/15/09		109 5230	1,075,601.75	1,205,848.23		130,246.48
				109 5230	1,075,601.75	1,205,848.23	5.39	130,246.48
1,272,000,000 U S TREASURY NOTE	912828KQ2	3 125% 05/15/2019 DD 05/15/09		112.1250	1,237,276.83	1,426,230.00		188,953.17
				112.1250	1,237,276.83	1,426,230.00	6.37	188,953.17
950,000,000 U S TREASURY NOTE	912828LJ7	3 625% 08/15/2019 DD 08/15/09		115 8200	956,726.91	1,100,290.00		143,563.09
				115 8200	956,726.91	1,100,290.00	4.92	143,563.09
1,345,000 000 U S TREASURY NOTE	912828LY4	3 375% 11/15/2019 DD 11/15/09		113 9920	1,319,199.83	1,533,192.40		213,992.57
				113.9920	1,319,199.83	1,533,192.40	6.85	213,992.57
1,799,000,000 U S TREASURY NOTE	912828MP2	3 625% 02/15/2020 DD 02/15/10		115 9770	1,832,580.04	2,086,426.23		253,846.19
				115 9770	1,832,580.04	2,086,426.23	9.32	253,846.19
1,555,000 000 U S TREASURY NOTE	912828ND8	3 500% 05/15/2020 DD 05/15/10		115 0390	1,607,072.25	1,788,856.45		181,784.20
				115 0390	1,607,072.25	1,788,856.45	7.99	181,784.20
1,936,000 000 U S TREASURY NOTE	912828NT3	2 625% 08/15/2020 DD 08/15/10		107 8520	1,915,767.08	2,088,014.72		172,247.64
				107 8520	1,915,767.08	2,088,014.72	9.33	172,247.64
1,948,000 000 U S TREASURY NOTE	912828PC8	2 625% 11/15/2020 DD 11/15/10		107 6560	1,825,269.14	2,097,138.88		271,869.74
				107 6560	1,825,269.14	2,097,138.88	9.37	271,869.74
1,931,000 000 U S TREASURY NOTE	912828PX2	3 625% 02/15/2021 DD 02/15/11		116 1020	2,002,456.54	2,241,929.62		239,473.08
				116.1020	2,002,456.54	2,241,929.62	10.01	239,473.08
1,955,000 000 U S TREASURY NOTE	912828QN3	3 125% 05/15/2021 DD 05/15/11		111 6560	1,997,974.76	2,182,874.80		184,900.04
				111 6560	1,997,974.76	2,182,874.80	9.75	184,900.04



BNY MELLON

STANDISH MELLON - B85F29508402

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2011

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
1,963,000 000 U S TREASURY NOTE 912828RC6 2 125% 08/15/2021 DD 08/15/11	102.5630 102.5630	1,977,679.19 1,977,679.19	2,013,311.69 2,013,311.69	8.99	35,632.50 35,632.50
745,000 000 U S TREASURY NOTE 912828RR3 2 000% 11/15/2021 DD 11/15/11	101.1410 101.1410	739,081.48 739,081.48	753,500.45 753,500.45	3.37	14,418.97 14,418.97
TOTAL U.S. DOLLAR FIXED INCOME SECURITIES		20,252,068.53 20,252,068.53	22,385,787.32 22,385,787.32	100.00	2,133,718.79 2,133,718.79
TOTAL ASSETS FIXED INCOME SECURITIES		20,252,068.53	22,385,787.32	100.00	2,133,718.79
TOTAL ASSETS		20,252,068.53	22,385,787.32	100.00	2,133,718.79



BNY MELLON

CLIFTON GROUP - B85F29530902

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2011

Shares/Par, Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized, Gain/Loss Local/Base
FUTURES CONTRACTS					
U.S. DOLLAR					
39,000 US 2YR TREAS NTS FUT (CBT)	110.2734	0.00	2,671.86		2,671.86
99F217C2A EXP MAR 12	110.2734	0.00	2,671.86	3.39	2,671.86
80,000 MSCI EAFE INDEX (NYL)	1,409.4000	0.00	76,255.67		76,255.67
99F734C2X EXP MAR 12	1,409.4000	0.00	76,255.67	96.61	76,255.67
TOTAL U.S. DOLLAR FUTURES CONTRACTS					
		0.00	78,927.53	100.00	78,927.53
		0.00	78,927.53		78,927.53
TOTAL ASSETS FUTURES CONTRACTS					
		0.00	78,927.53	100.00	78,927.53
TOTAL ASSETS					
		0.00	78,927.53	100.00	78,927.53

SCHEDULE K-1

FOOTNOTES

UNRELATED BUSINESS TAXABLE INCOME:

0.

THE FUND WILL ATTACH A FORM 8886 WITH THE FOLLOWING RESPONSES TO ITS TAX RETURN FOR THE YEAR ENDED DECEMBER 31, 2011. PLEASE SEE FORM 8886 AND THE FORM INSTRUCTIONS FOR FURTHER DETAILS ON WHEN YOU ARE REQUIRED TO FILE FORM 8886 AND SPECIFIC DETAILS ON HOW TO COMPLETE FORM 8886, IF NECESSARY.

INFORMATION FOR FORM 8886: REPORTABLE TRANSACTION DISCLOSURE STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2011

ITEM B: FORM 1065; 2011; NO

ITEM C: PROTECTIVE DISCLOSURE

LINE 1A: SECTION 988 LOSS

LINE 1B: 2010

LINE 1C: N/A

LINE 2: CHECKED BOX D

LINE 3: N/A

LINE 4: 4

LINE 5: N/A

LINE 6: N/A

LINE 7A: CHECKED BOX ORDINARY LOSS

LINE 7B: THE PARTNERSHIP INVESTS IN FOREIGN FORWARD CONTRACTS, SECURITIES AND RELATED FINANCIAL INSTRUMENTS FOR ITS OWN ACCOUNT. AS PART OF SUCH ACTIVITY, THE PARTNERSHIP HOLDS NON-U.S. DOLLAR DENOMINATED ASSETS AND CURRENCIES. THE REGULAR ACTIVITY AND PURPOSE OF THE PARTNERSHIP IS TO GENERATE A PRE-TAX ECONOMIC RATE OF RETURN. THE AMOUNT OF SUCH NON-U.S. DOLLAR DENOMINATED ASSETS AND CURRENCIES INCREASE AND/OR DECREASE THROUGHOUT THE YEAR AT FREQUENT INTERVALS. THE PARTNERSHIP HAS FORWARD CURRENCY TRANSACTIONS WHERE LOSSES WERE CLAIMED UNDER IRC SECTION 165 THAT EXCEEDED THE RELEVANT \$2 MILLION REPORTABLE THRESHOLD. THE LOSSES ARE CHARACTERIZED AS ORDINARY LOSSES UNDER IRC SECTION 988.

THE ADJUSTED TAX BASIS OF NON-U.S. DOLLAR DENOMINATED ASSETS AND CURRENCIES OBTAINED BY THE PARTNERSHIP ARE DETERMINED BY WAY OF CASH PAID AND GAINS AND LOSSES ON SUCH TRANSACTIONS ARE CHARACTERIZED AS ORDINARY UNDER IRC SECTION 988. THESE TRANSACTIONS ARE NOT PART

OF A HEDGING STRATEGY OR STRADDLE TRANSACTION AND
 PRODUCED REAL ECONOMIC LOSSES.

THE REPORTABLE LOSS TRANSACTIONS RELATED TO CURRENCY
 FORWARD ARE:

CURRENCY PAYABLE	TRADE DATE 12/1/2010	USD	78,416,417.
CURRENCY RECEIVABLE	SETTLE DATE 2/3/2011	GBP	75,194,561.
RECOGNIZED LOSS		\$	-3,221,856.

CURRENCY PAYABLE	TRADE DATE 1/7/2011	JPY	36,612,274.
CURRENCY RECEIVABLE	SETTLE DATE 4/11/2011	USD	34,263,288.
RECOGNIZED LOSS		\$	2,348,986.

CURRENCY PAYABLE	TRADE DATE 1/31/2011	EUR	56,521,949.
CURRENCY RECEIVABLE	SETTLE DATE 5/3/2011	USD	52,257,571.
RECOGNIZED LOSS		\$	-4,264,378.

CURRENCY PAYABLE	TRADE DATE 3/4/2011	AUD	20,568,238.
CURRENCY RECEIVABLE	SETTLE DATE 6/9/2011	USD	18,260,193.
RECOGNIZED LOSS		\$	-2,308,045.

LINE 8: MELLON TRUST COMPANY
 P.O. BOX 185
 PITTSBURGH, PA 15203
 25-0659306
 CUSTODIAN & TRUSTEE

BRANDYWINE GLOBAL INVESTMENT MANAGEMENT LLC
 2929 ARCH ST. SUITE 800
 PHILADELPHIA, PA 19104
 51-0294065
 INVESTMENT ADVISOR

NOTE TO PARTNER:

PLEASE SEE FORM 8886 AND THE FORM INSTRUCTIONS FOR FURTHER
 DETAILS ON WHEN YOU ARE REQUIRED TO FILE FORM 8886 AND
 SPECIFIC DETAILS ON HOW TO COMPLETE FORM 8886, IF NECESSARY,
 AND CONSULT YOUR TAX ADVISOR.

OUR SHARE OF THE REPORTABLE LOSS TRANSACTIONS RELATED TO
 CURRENCY FORWARDS ARE:

CURRENCY PAYABLE	TRADE DATE 12/1/2010	USD	3,226,137.
CURRENCY RECEIVABLE	SETTLE DATE 2/3/2011	GBP	3,093,586.
RECOGNIZED LOSS			\$ -132,550.

CURRENCY PAYABLE	TRADE DATE 1/7/2011	JPY	2,099,001.
CURRENCY RECEIVABLE	SETTLE DATE 4/11/2011	USD	1,964,333.
RECOGNIZED LOSS			\$ 134,669.

CURRENCY PAYABLE	TRADE DATE 1/31/2011	EUR	2,370,318.
CURRENCY RECEIVABLE	SETTLE DATE 5/3/2011	USD	2,191,487.
RECOGNIZED LOSS			\$ -178,832.

CURRENCY PAYABLE	TRADE DATE 3/4/2011	AUD	1,011,518.
CURRENCY RECEIVABLE	SETTLE DATE 6/9/2011	USD	898,012.
RECOGNIZED LOSS			\$ -113,506.

FEDERAL FOOTNOTES

BENEFITS FOOTNOTE: THE COMPONENTS OF MS. IVEY'S CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS OF \$58,893 ARE AS FOLLOWS: \$26,950 TO THE TRUST'S 401(K) PLAN. THIS PLAN IS OFFERED TO ALL TRUST EMPLOYEES. \$7,043 TOWARD THE ANNUAL COST OF THE TRUST'S HEALTH CARE PLAN OFFERED TO ALL TRUST EMPLOYEES. \$6,693 TOWARD THE ANNUAL COST OF A LONG-TERM DISABILITY POLICY. \$15,207 CONTRIBUTION TO AN EXECUTIVE 457(B) (NONQUALIFIED) PLAN. \$3,000 ANNUAL AUTO ALLOWANCE. THE COMPONENTS OF MR. LOWRY'S CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS OF \$54,923 ARE AS FOLLOWS: \$26,950 TO THE TRUST'S 401(K) PLAN. THIS PLAN IS OFFERED TO ALL TRUST EMPLOYEES. \$20,132 TOWARD THE ANNUAL COST OF THE TRUST'S HEALTH CARE PLAN OFFERED TO ALL TRUST EMPLOYEES. \$7,841 CONTRIBUTION TO AN EXECUTIVE 457(B) (NONQUALIFIED) PLAN. COMPENSATION FOOTNOTE: TRUSTEE COMPENSATION INCLUDES \$28,125 OF AMOUNTS INCLUDED AS INVESTMENT CONSULTING EXPENSES.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Nina Mason Pulliam Charitable Trust	Employer identification number (EIN) or ☒ 35-6644088
	Number, street, and room or suite no. If a P.O. box, see instructions. 135 N. Pennsylvania St. Suite 1200	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Indianapolis, IN 46204	

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

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 ► **Nina Mason Pulliam Charitable Trust**

Telephone No. ► **317-231-6075** FAX No. ► **317-231-9208**

- 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 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 11 or

► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	120,000
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	\$	337,504
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	None

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Nina Mason Pulliam Charitable Trust	Employer identification number (EIN) or ☐ 35-6644088
	Number, street, and room or suite no. If a P.O. box, see instructions. 135 N. Pennsylvania St., Suite 1200	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Indianapolis, IN 46204	

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

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

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

- The books are in the care of ► Nina Mason Pulliam Charitable Trust, Indianapolis, IN 46204
Telephone No. ► 317-231-6075 FAX No. ► 317-231-9208
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 15, 20 12.
- 5 For calendar year 2011, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension Additional time needed to gather information vital to the completion and accuracy of the tax return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	310000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	337504
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	None

Signature and Verification must be completed for Part II only.

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

Signature ► Robert L. LearyTitle ► Executive VP & CFODate ► 7/16/2012