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

2011

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation Karl H. and Wealtha H. Nelson Family Foundation		A Employer identification number 36-3879767
Number and street (or P O box number if mail is not delivered to street address) C/O George Blazek, 9290 West Dodge Road		B Telephone number (see the instructions) (402) 390-0390
City or town Omaha	State ZIP code NE 68114	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,546,502.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)		0.			
2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		59.	59.	59.	
4 Dividends and interest from securities		96,734.	96,734.	96,734.	
5a Gross rents		0.	0.	0.	
b Net rental income or (loss)		0.			
6a Net gain/(loss) from sale of assets not on line 10		106,141.			
b Gross sales price for all assets on line 6a		1,197,874.			
7 Capital gain net income (from Part IV, line 2)			106,141.		
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) Class action settlement		-10.	-10.	-10.	
12 Total. Add lines 1 through 11		202,924.	202,924.	96,783.	
13 Compensation of officers, directors, trustees, etc		6,500.	6,500.	6,500.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) L-16a Stmt		25,989.	25,989.	25,989.	
b Accounting fees (attach sch) L-16b Stmt		3,400.	3,400.	3,400.	
c Other prof fees (attach sch) L-16c Stmt		26,413.	26,413.	26,413.	
17 Interest					
18 Taxes (attach schedule) (see instrs) See line 18 Stmt		3,721.	1,185.	1,185.	
19 Depreciation (attach sch) and depletion					
20 Occupancy		1,560.	1,560.	1,560.	
21 Travel, conferences, and meetings		2,516.	2,516.	2,516.	
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt		8,590.	8,590.	8,590.	
24 Total operating and administrative expenses. Add lines 13 through 23		78,689.	76,153.	76,153.	
25 Contributions, gifts, grants paid		181,650.			181,650.
26 Total expenses and disbursements. Add lines 24 and 25		260,339.	76,153.	76,153.	181,650.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-57,415.			
b Net investment income (if negative, enter -0-)			126,771.		
c Adjusted net income (if negative, enter -0-)				20,630.	

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	13,233.	15,083.	15,083.
	2 Savings and temporary cash investments	133,379.	232,626.	232,626.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	628,936.	449,613.	476,227.
	b Investments — corporate stock (attach schedule) L-10b Stmt	1,886,958.	1,948,470.	2,619,107.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	234,670.	174,552.	181,269.
	11 Investments — land, buildings, and equipment, basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt		21,460.	22,190.	
14 Land, buildings, and equipment, basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,897,176.	2,841,904.	3,546,502.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <u>Accrued excise tax</u>)	33.	2,176.	
	23 Total liabilities (add lines 17 through 22)	33.	2,176.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,897,143.	2,839,728.	
	30 Total net assets or fund balances (see instructions)	2,897,143.	2,839,728.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,897,176.	2,841,904.	

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	2,897,143.
2 Enter amount from Part I, line 27a	2	-57,415.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,839,728.
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	2,839,728.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a FHLMC		P	04/18/07	01/18/11
b FHLMC		P	04/18/07	02/15/11
c Walmart Stores notes		P	02/10/04	02/15/11
d Comcast Corp		P	10/10/01	03/10/11
e See Columns (a) thru (d)				

(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 1,955.	0.	1,953.	2.
b 1,490.	0.	1,488.	2.
c 75,000.	0.	74,685.	315.
d 35,910.	0.	36,300.	-390.
e See Columns (e) thru (h)	0.	977,309.	106,212.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			2.
b			2.
c			315.
d			-390.
e See Columns (i) thru (l)			106,212.

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	106,141.
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	-16,164.

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 (column (b) divided by column (c))
2010	166,450.	3,532,958.	0.047114
2009	180,109.	3,316,598.	0.054305
2008	225,035.	3,898,301.	0.057726
2007	212,049.	4,487,879.	0.047249
2006	202,033.	4,266,407.	0.047354

2 Total of line 1, column (d)	2	0.253748
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	0.050750
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,661,406.
5 Multiply line 4 by line 3	5	185,816.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,268.
7 Add lines 5 and 6	7	187,084.
8 Enter qualifying distributions from Part XII, line 4	8	181,650.

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

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Form 990-PF (2011)

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

1 a-Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1	2,535.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,535.
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	2,535.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	360.	
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	360.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,175.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11		

Part VIII Statements Regarding Activities

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

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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? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>George Blazeck, Trustee</u> Telephone no <u>(402) 390-0390</u> Located at <u>9290 West Dodge Road, Suite 303 Omaha, NE</u> ZIP + 4 <u>68114</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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: <u></u>				

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

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

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

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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)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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
Catherine Hannebert 4134 W 107th Drive Westminster CO 80031	President 5.00	1,000.	0.	686.
Susan Wirth 920 North 60th Road Nebr City NE 68410	Vice Pres 5.00	1,000.	0.	0.
George Blazek 8805 Indian Hills Drive Omaha NE 68114	Secretary 5.00	1,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc		3,500.	0.	1,830.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
None		None
None		None
None		None
None		None
None		None
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2 N/A	0.
3 N/A	0.
4 N/A	0.
	0.

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 N/A	
2 N/A	0.
All other program-related investments. See instructions	
3 See Line 3 Statement	0.
Total. Add lines 1 through 3	None

BAA

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 3,586,968.
b	Average of monthly cash balances	1b 130,195.
c	Fair market value of all other assets (see instructions)	1c 0.
d	Total (add lines 1a, b, and c)	1d 3,717,163.
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 3,717,163.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 55,757.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,661,406.
6	Minimum investment return. Enter 5% of line 5	6 183,070.

Part XII 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	1 183,070.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 2,535.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,535.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 180,535.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 180,535.
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	7 180,535.

Part XIII 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 181,650.
b	Program-related investments — total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 181,650.
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	6 181,650.

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

BAA

Form 990-PF (2011)

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				180,535.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			176,295.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	1,788.			
f Total of lines 3a through e	1,788.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 181,650.				
a Applied to 2010, but not more than line 2a			176,295.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				5,355.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,788.			1,788.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				173,392.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

BAA

Form 990-PF (2011)

N/A

- 4942(1)(5)

- (4) Gross investment income**

[illegible]

See attached articles of incorporation

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				
Make A Wish Foundation 11926 Arbor Street Omaha NE 68144	None	Public	Fund their programs to help ill children	500.
National Arbor Day Fdn Nebraska City NE 68410	None	Public	Fund tree adventure program	7,500.
Otoe County Nebraska Otoe Cnty Courthouse Nebr City NE 68410	none	Public	Courthouse tuck paint project	25,000.
People United for Families-Otoe Cnty Nebr City NE 68410	None	Public	Operating expenses	2,000.
People United for Families Nebr City NE 68410	None None	Public	Fund study of buddies program	5,000.
Nebraska City Public Schools Fdn Nebraska City NE 68410	None	Public	Buy Instruments for students & arts ed proj	17,800.
Nebr City Public Sch Fdn 711 Third Corso Nebr City NE 68410	None	Public	Nebr City Apple program	2,300.
Team Mates Mentoring Prog 6801 O Street Lincoln NE 68510	None	Public	Fund mentoring programs	5,150.
Syracuse Library Fdn 496 6th Street Syracuse NE 68446	None	Public	Build new library proj	5,000.
See Line 3a statement				111,400.
Total			3a	181,650.
b Approved for future payment				
Total			3b	

Name

Employer Identification Number

Karl H. and Wealtha H. Nelson Family Foundation

36-3879767

Asset Information:

Description of Property: Stocks, bonds and notes
 Date Acquired: various How Acquired: Purchased
 Date Sold: various Name of Buyer: U S stock market
 Sales Price: 1,197,874. Cost or other basis (do not reduce by depreciation) 1,091,733.
 Sales Expense: 0. Valuation Method: Cost
 Total Gain (Loss): 106,141. Accumulation Depreciation 0.

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Fdn. excise tax	2,536.			
Foreign taxes	1,185.	1,185.	1,185.	
Total	3,721.	1,185.	1,185.	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Contract admin fees	5,826.	5,826.	5,826.	
Telephone	939.	939.	939.	
Office supplies	329.	329.	329.	
Insurance	1,496.	1,496.	1,496.	
Moving expense				
Total	8,590.	8,590.	8,590.	

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Cooper Industries	P	05/02/08	03/22/11
Exxon Mobil	P	02/09/00	03/10/11
FHLMC	P	04/18/07	03/15/11
Gilead Sciences	P	05/12/10	03/10/11
Iron Mountain	P	06/05/06	03/22/11
Nextera Energy	P	03/27/06	03/22/11
Walmart Stores	P	02/22/05	03/22/11
Ecolab	P	06/22/09	04/15/11
FHLMC	P	04/18/07	04/15/11
FHLMC	P	04/18/07	05/16/11
Ball Corp	D	02/28/97	05/19/11
Nike Inc.	P	02/02/09	05/19/11
W F Advisors Small Cap	P	12/13/06	05/17/11
FHLMC	P	04/18/07	06/15/11
FHLMC	P	04/18/07	07/15/11
Travelers Cos	P	02/24/03	07/19/11
Visa	P	02/25/09	07/12/11
FHLMC	P	04/18/07	08/15/11
Fiserv	P	03/11/09	08/16/11
FHLMC	P	04/18/07	09/15/11
FHLMC	P	04/18/07	10/17/11
Bank of New York Mellon	P	01/27/05	10/14/11
FNMA	P	12/04/02	10/28/11
Kohl's Corp	P	12/21/10	10/13/11
Teva Pharma	P	05/12/10	10/13/11
Chevron Corp	P	07/18/02	11/01/11
Exxon Mobil	P	02/09/00	11/01/11
FNMA	P	11/23/01	11/15/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
FHLMC	P	04/18/07	11/15/11
Goldman Sachs	P	03/07/11	11/01/11
Powershares Dynam	P	03/17/11	11/01/11
Proctor & Gamble	P	04/07/10	11/01/11
Walt Disney	P	11/03/99	11/01/11
Carnival Corp	P	06/07/06	12/05/11
FHLMC	P	04/18/07	12/15/11
I Shares Tr MSCI	P	09/16/10	12/22/11
I Shares MSCI RAFF	P	05/01/08	12/22/11
J P Morgan Chase	P	10/10/11	12/05/11
J P Morgan Chase	P	10/21/08	12/05/11
SPDR D J Wilshire	P	05/16/11	12/22/11
W F Adv Small Cap-cap gain div	P	10/10/10	12/31/11
Class action suit recoveries	P	10/10/10	12/31/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
12,358.	0.	8,776.	3,582.
17,136.	0.	7,651.	9,485.
1,173.	0.	1,172.	1.
28,630.	0.	27,937.	693.
39,513.	0.	36,090.	3,423.
36,715.	0.	28,350.	8,365.
51,059.	0.	52,499.	-1,440.
40,565.	0.	28,755.	11,810.
1,057.	0.	1,056.	1.
913.	0.	912.	1.
38,501.	0.	3,148.	35,353.
51,131.	0.	26,844.	24,287.
50,000.	0.	46,271.	3,729.
976.	0.	975.	1.
791.	0.	790.	1.
58,202.	0.	25,243.	32,959.
35,863.	0.	22,132.	13,731.
979.	0.	978.	1.
32,596.	0.	19,146.	13,450.
1,065.	0.	1,064.	1.
1,185.	0.	1,183.	2.
20,975.	0.	35,422.	-14,447.
75,189.	0.	79,220.	-4,031.
25,775.	0.	27,124.	-1,349.
18,732.	0.	29,308.	-10,576.
21,781.	0.	7,902.	13,879.
16,324.	0.	7,651.	8,673.
100,000.	0.	100,103.	-103.
1,182.	0.	1,181.	1.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

Continued

(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)
16,975.	0.	24,178.	-7,203.
30,404.	0.	30,735.	-331.
19,486.	0.	18,879.	607.
14,344.	0.	10,682.	3,662.
23,199.	0.	27,188.	-3,989.
1,031.	0.	1,030.	1.
44,435.	0.	51,816.	-7,381.
72,721.	0.	98,982.	-26,261.
21,237.	0.	22,491.	-1,254.
24,270.	0.	32,363.	-8,093.
23,362.	0.	30,082.	-6,720.
8,606.	0.	0.	8,606.
3,085.	0.	0.	3,085.
Total	0.	977,309.	106,212.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			3,582.
			9,485.
			1.
			693.
			3,423.
			8,365.
			-1,440.
			11,810.
			1.
			1.
			35,353.
			24,287.
			3,729.
			1.
			1.
			32,959.
			13,731.
			1.
			13,450.
			1.
			2.
			-14,447.
			-1,031.
			-1,349.
			-10,576.
			13,879.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			8,673.
			-103.
			1.
			-7,203.
			-331.
			607.
			3,662.
			-3,989.
			1.
			-7,381.
			-26,261.
			-1,254.
			-8,093.
			-6,720.
			8,606.
			3,085.
Total			<u>106,212.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Andrew Grier</u> <u>2039 South 86th Avenue</u> <u>Omaha NE 68124</u> Person <input type="checkbox"/> Business <input type="checkbox"/>	<u>Treasurer</u>			
	5.00	1,000.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Nicolas Nelson</u> <u>611 Sunset Ridge Road</u> <u>Northfield IL 60093</u> Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>	<u>Trustee</u>			
	5.00	1,000.	0.	1,830.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Jason McNeely</u> <u>2326 Central Avenue</u> <u>Nebraska City NE 68410</u> Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>	<u>Trustee</u>			
	5.00	500.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Sara Crook</u> <u>6919 R Road</u> <u>Peru NE 68421</u>	<u>Trustee</u>			
	5.00	1,000.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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

Total

3,500.0.1,830.

Form 990-PF, Page 7, Part IX-B, Summary of Program Related Investments

Line 3 Statement

All other program-related investments.

N/A0.N/A0.N/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A0.N/AN/AN/A

Form 990-PF, Page 7, Part IX-B, Summary of Program Related Investments

Continued

Line 3 Statement

All other program-related investments.

N/A	
N/A	
0	0.
0	
N/A	
N/A	0.
N/A	
N/A	
N/A	0.
N/A	
N/A	0.
N/A	
N/A	0.
N/A	
N/A	0.
N/A	
n/a	
	0.

Total

0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Mayhew Cabin & HistVill Fdn			Outdoor signs	Person or <input type="checkbox"/>
2012 4th Corso	None	Public	project	Business <input checked="" type="checkbox"/>
Nebraska City NE 68410				1,700.
City of Nebr City			Fund Missoula	Person or <input type="checkbox"/>
1021 Central Avenue	None	Public	Children's	Business <input checked="" type="checkbox"/>
Nebr City NE 68410			Program	3,500.
NCHS Alumni Fund			Fund scholarships	Person or <input type="checkbox"/>
141 Stenhardt Park Road	None	Public	& general oper	Business <input checked="" type="checkbox"/>
Nebr City NE 68410				8,000.
Falls City Ed Fdn			Health Van for	Person or <input type="checkbox"/>
	None	Public	ESU#4	Business <input checked="" type="checkbox"/>
Falls City NE 68355				10,000.
N C Public Sch Fdn	none		Fund computer	Person or <input type="checkbox"/>
711 Third Corso		public	lab	Business <input checked="" type="checkbox"/>
Nebr City NE 68410				10,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
University of Nebr Foundation Lincoln NE 68501	None	Public	General scholarship fund	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 8,000.
Nebr City Historical Society Nebr City NE 68410	None	Public	Fund museum opening	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 6,000.
Mayhew Cabin & Hist Vill Fdn 2012 4th Corso Nebr City NE 68410	None	Public	Fund museum program	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
Nebr City Community Foundation Nebr City NE 68410	None	Public	Fund museum diretor position	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
Otoe Cty Respite Care Nebr City NE 68410	None	Public	Help Elderly stay in their homes prog	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
St. Mary's Community Hospital Nebr City NE 68410	None	Public	Fund "great kids" program	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
Lourdes Cent Catholic Sch 412 2nd Avenue Nebr City NE 68410	None	Public	Fund lighting eq & new auditorum	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 11,700.
NCHS Alumni Fund 141 Steinhart Park Rd Nebr City NE 68410	None	Public	Fund scholarships & gen oper	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 8,000.
River Country Nature Ctr Nebr City NE 68410	None	Public	Fund acquisition of historical	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,000.
Brownsville Hist Soc Brownsville NE	none	public	Reconstruction of Didier log cabin	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
N C Ctr for Fam & Children 917 Wildewood Lane Nebr City NE 68410	none	public	Fund coordinator position	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.

Total

111,400.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ellick, Jones, Buelt	Legal	25,989.			

Form 990-PF, Page 1, Part I

Continued

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total					
		25,989.			

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Joyce Swanson, CPA	Return preparation and	3,400.			
Total					
		3,400.			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wells Fargo	Trust services, invest	26,413.			
Omaha, NE	portfoliomangement	0.			
Total					
		26,413.			

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
See attached schedule			449,613.	476,227.
Total				
			449,613.	476,227.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See attached schedule	1,948,470.	2,619,107.
Total	<u>1,948,470.</u>	<u>2,619,107.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See attached schedule	174,652.	181,269.
Total	<u>174,652.</u>	<u>181,269.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
FHLM Mortgage Backed securities-see attached sch	21,460.	22,190.
Total	<u>21,460.</u>	<u>22,190.</u>

KARL & WEALTHA NELSON FAMILY FOUNDATION**SUMMARY OF SECURITIES**

December 31, 2011

COMMON STOCKS:	No. of Shares	Cost	Fair Value
3M CO	300	\$25,964	\$24,519
ABBOTT LABS	1,200	59,491	67,476
AFFILIATED MANAGERS GROUP	600	43,136	57,570
AFLAC INC	700	28,714	30,282
AMEX UTILITIES	1,500	46,480	53,970
ANHEUSER-BUSCH INBEV	400	23,848	24,396
APACHE CORP	200	17,526	18,116
APPLE INC	300	28,275	121,500
BAKER HUGHES INC COM	900	48,597	43,776
BALL CORP	5,000	15,742	178,550
BERKSHIRE HATHAWAY INC DEL CL B	500	32,279	38,150
BHP Billiton Limited- ADR	600	56,026	42,378
BOEING CO	700	47,677	51,345
CELANESE CORP	500	27,855	22,135
CHEVRONTEXACO CORPORATION	1,200	42,964	127,680
CISCO SYSTEMS	1,000	18,130	18,080
COMCAST CORP CL A SPL	1,500	26,632	35,340
COOPER INDUSTRIES PLC NEW IRELAND	500	21,939	27,075
CVS/CAREMARK	1,400	46,420	57,092
DIAGEO PLC - ADR	400	32,907	34,968
EATON VANCE FUND	3,521	35,516	34,581
EMC CORP MASS	1,200	21,576	25,848
EXXON MOBIL CORPORATION	1,200	45,602	101,712
GATEWAY FUND	1,332	35,406	35,163
HEWLETT PACKARD COMPANY	1,000	28,566	25,760
HUSSMAN STRAT GROWTH	1,175	15,000	14,601
I SHARES EAFE FUND	500	22,715	24,765
INTEL CORP COM	1,500	32,940	36,375
ISHARES TR RUSSELL MIDCAP	300	29,465	29,526
JOHNSON & JOHNSON	800	30,049	52,464
JOHNSON CONTROLS INC	1,000	40,113	31,260
KRAFT FOODS INC	600	18,018	22,416
MICROSOFT CORP	1,000	24,422	25,960
NESTLE SA	800	41,664	46,168
NOVARTIS AG	500	27,240	28,585
OPPENHEIMER DEV	727	25,480	21,063
ORACLE CORPORATION	600	19,475	15,390
PEPSICO, INC.	900	37,188	59,715
PLUMB CREEK TIMBER CO	1,100	41,676	40,216
SCHLUMBERGER LTD	500	40,695	34,155
TARGET CORPORATION	1,000	30,530	51,220
TJX COS INC	500	27,734	32,275
UNION PACIFIC CORP.	1,000	28,625	105,940
UNITED HEALTH GROUP	1,000	32,930	50,680
UNITED PARCEL SERVICE CLB	750	47,728	54,892
US BANKCORP DEL	1,500	38,171	40,575
VANGUARD EMERGING MARKETS	1,200	45,516	45,852
VANGUARD MSEI EAFE	2,300	70,638	70,449
VANGUARD REIT VIPER	1,200	73,749	69,600
VODAPHONE GROUP	1,000	19,596	28,030
WALT DISNEY COMPANY	1,600	39,887	60,000
WELLS FARGO ADV	7,285	189,958	229,473
	59,990	\$1,948,470	\$2,619,107

KARL & WEALTHA NELSON FAMILY FOUNDATION**SUMMARY OF SECURITIES (Con't)**

December 31, 2011

	% RATE	DUE DATE	NO. OF SHARES AMOUNT	COST	FAIR VALUE
U.S. & STATE GOVERNMENT OBLIGATIONS:					
FED NAT'L MTG ASSN	6.125%	03/15/12	100,000	\$103,305	\$101,198
FED NAT'L MTG ASSN	5.000%	04/15/15	50,000	50,000	56,858
FED HOME LOAN BK	4.500%	11/15/12	100,000	99,683	103,601
U.S. TREASURY NOTES					
U.S. TREASURY NOTES	3.875%	02/15/13	100,000	96,969	104,117
U.S. TREASURY NOTES	4.750%	05/15/14	100,000	99,656	110,453
TOTAL GOVERNMENT OBLIGATIONS			450,000	\$449,613	\$476,227
MORTGAGE BACKED SECURITIES					
FED HOME LOAN MTG	5.500%		21,434	21,460	22,190
INVESTMENTS - CORPORATE BONDS:					
CITIGROUP INC.	5.250%	02/27/12	75,000	74,798	75,343
CATERPILLAR FIN SV	6.200%	09/30/13	50,000	49,947	54,506
KELLOGG CO	3.250%	05/21/18	25,000	24,938	26,291
SUNTRUST BANKS, INC	3.500%	01/20/18	25,000	24,969	25,129
TOTAL CORPORATE BONDS			175,000	\$174,652	\$181,269
TOTAL INVESTMENTS				\$2,594,195	\$3,298,793

Miscellaneous Statement

Grant guidelines addendum

The foundation trustees have approved an
addendum to the grant guidelines asking
for the applicant organization's officers
to certify that the organization is exempt
from tax and that the organization will
notify the foundation if there is any change
made to its tax exempt status.

Total

9/18 25.00

Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V.

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI.

The corporation shall commence business on the day

these Articles are filed with the Secretary of State of the State of Nebraska, and shall exist perpetually.

ARTICLE VII.

The corporation shall have no stock of any kind or character, and shall declare no dividends.

ARTICLE VIII.

The names and address of each incorporator is as follows:

Wealtha E. Nelson	801 Third Corso Nebraska City, NE 68410
William J. Roker	502 South 14th Street Nebraska City, NE 68410
Glenn A. Ried	10010 Regency Circle - Suite 200 Omaha, NE 68114

ARTICLE IX.

The affairs of the corporation shall be conducted by a Board of Trustees of at least three, and not more than nine individuals. The following individuals shall constitute the Board of Trustees of the corporation to hold office until their successors are designated in the manner herein provided:

Wealtha E. Nelson	801 Third Corso Nebraska City, NE 68410
William J. Roker	502 South 14th Street Nebraska City, NE 68410
Glenn A. Ried	10010 Regency Circle - Suite 200 Omaha, NE 68114

Wealtha E. Nelson shall be a permanent trustee of the corporation during her lifetime. The Board of Trustees shall consist of seven individuals, unless otherwise directed by Bylaws adopted by the Board of Trustees. The Board of Trustees shall meet annually on the 2nd Monday of October, or on the succeeding day if such date shall fall on Sunday, and at said time shall elect the trustees who do not hold office permanently for the succeeding year. The Board of Trustees shall also adopt Bylaws

which shall control the operation of the corporation in all respects not specifically provided for in these Articles.

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. Any two offices may be held by the same person. Officers of the corporation shall be elected annually by the Board of Trustees.

ARTICLE X.

The initial registered office of the corporation shall be 801 Third Corso; Nebraska City, Nebraska 68410, and the initial registered agent at such address shall be Wealtha E. Nelson, 801 Third Corso, Nebraska City, NE 68410.

ARTICLE XI.

These Articles of Incorporation may be amended from time to time by the Board of Trustees at any regular meeting of the Board, or at any meeting called especially for that purpose, provided that such amendment does not change the non-profit and charitable character of the corporation. Neither shall any amendment modify the general purpose of the corporation, as stated in these Articles. No amendment to these Articles shall be valid or effective unless adopted by a two-thirds vote of the Board of Trustees, and further, unless such amendment is specifically approved by the permanent trustee.

The corporation may be dissolved by the Board of Trustees at any regular meeting, or at a meeting called specifically for that purpose, if such dissolution is approved by the permanent trustee and receives an affirmative vote of two-thirds of the members of the Board of Trustees. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization

or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue law), as the Board of Trustees shall determine.

IN WITNESS WHEREOF, each incorporator has signed these Articles of Incorporation on this 21st day of October, 1992.

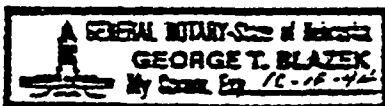
Wealtha E. Nelson
WEALTHA E. NELSON

William J. Roker
WILLIAM J. ROKER

Glenn A. Ried
GLENN A. RIED

STATE OF NEBRASKA)
) ss
COUNTY OF OTTOE)

On this 21 day of October, 1992, before me, a Notary Public in and for said County, personally appeared Wealtha E. Nelson, William J. Roker, and Glenn A. Ried, to me known to be the persons named in and who executed the foregoing instrument, and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.



George T. Blazek
Notary Public