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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

Mark T. and Margaret Lowe Seacrest Family Charitable Fdn.

Number and street (or P O box number if mail is not delivered to street address)

c/o D.R. Stogsdill, 233 S. 13th St.

Room/suite

1900

City or town

Lincoln

State ZIP code

NE 68508-2095

G Check all that apply.

 Initial return Final return Address change Initial Return of a former public charity Amended return Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

J Accounting method

 Cash Accrual**► \$ 1,687,566.***(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)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,003,320.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	29,340.			
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-317.			
	b Gross sales price for all assets on line 6a	22,558.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,032,343.	0.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	1,634.	1,634.		
	b Accounting fees (attach sch)				
OPERATING AND EXPENSES	c Other prof fees (attach sch) L-16c Stmt	7,035.	7,035.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	8,669.	8,669.		
	25 Contributions, gifts, grants paid	47,000.		47,000.	
SCANNED APR 26 2012	26 Total expenses and disbursements. Add lines 24 and 25	55,669.	8,669.		47,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)	976,674.	0.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	21,270.	17,503.	17,503.	
	2				
	3				
	4				
	5				
	6				
	7				
	8				
	9				
	10a				
	b	750,837.	1,135,892.	1,670,063.	
	c				
	11				
	12				
	13				
	14				
15					
16	772,107.	1,153,395.	1,687,566.		
LIABILITIES	17				
	18				
	19				
	20				
	21				
	22				
	23				
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input checked="" type="checkbox"/>			
NET ASSETS	24	772,107.	1,153,395.		
	25				
	26				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input type="checkbox"/>			
	27				
28					
29					
30	772,107.	1,153,395.			
31	772,107.	1,153,395.			

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	772,107.
2	Enter amount from Part I, line 27a.	2	976,674.
3	Other increases not included in line 2 (itemize) ► Adjustment for rounding	3	4.
4	Add lines 1, 2, and 3	4	1,748,785.
5	Decreases not included in line 2 (itemize) ► Book Value Adjustment	5	595,390.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,153,395.

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)
1a Long Term Capital Loss			P	various	various
b Long Term Capital Gain Dividend			P	various	various
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	20,903.		22,875.	-1,972.	
b	1,655.		0.	1,655.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				-1,972.	
b	0.	0.	0.	1,655.	
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	-317.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0.
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	32,976.	740,153.	0.044553
2009	42,058.	688,981.	0.061044
2008	46,927.	831,611.	0.056429
2007	42,520.	954,992.	0.044524
2006	40,045.	877,676.	0.045626

2 Total of line 1, column (d)	2	0.252176
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	0.050435
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,538,396.
5 Multiply line 4 by line 3	5	77,589.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	77,589.
8 Enter qualifying distributions from Part XII, line 4	8	47,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	<table border="1" style="width: 100px; border-collapse: collapse;"> <tr><td>1</td><td>0.</td></tr> <tr><td>2</td><td>0.</td></tr> <tr><td>3</td><td>0.</td></tr> <tr><td>4</td><td>0.</td></tr> <tr><td>5</td><td>0.</td></tr> <tr><td>6a</td><td>253.</td></tr> <tr><td>6b</td><td></td></tr> <tr><td>6c</td><td></td></tr> <tr><td>6d</td><td></td></tr> <tr><td>7</td><td>253.</td></tr> <tr><td>8</td><td></td></tr> <tr><td>9</td><td></td></tr> <tr><td>10</td><td>253.</td></tr> <tr><td>11</td><td></td></tr> </table>	1	0.	2	0.	3	0.	4	0.	5	0.	6a	253.	6b		6c		6d		7	253.	8		9		10	253.	11	
1		0.																											
2		0.																											
3		0.																											
4		0.																											
5		0.																											
6a		253.																											
6b																													
6c																													
6d																													
7	253.																												
8																													
9																													
10	253.																												
11																													
Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)																													
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-)																													
3 Add lines 1 and 2																													
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)																													
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-																													
6 Credits/Payments																													
a 2011 estimated tax pmts and 2010 overpayment credited to 2011																													
b Exempt foreign organizations – tax withheld at source																													
c Tax paid with application for extension of time to file (Form 8868)																													
d Backup withholding erroneously withheld																													
7 Total credits and payments. Add lines 6a through 6d																													
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached																													
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed																													
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid																													
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 253. Refunded ►																													

Part VII-A Statements Regarding Activities

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?

	Yes	No
1 a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	1 b	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

	1 c	X

c Did the foundation file Form 1120-POL for this year?

	2	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 ► \$ _____

	3	X

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

	4 a	X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If 'Yes,' attach a detailed description of the activities

	4 b	

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

	5	X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	6	X

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

	7	X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T

	8 b	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?

	9	X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

NE - Nebraska

	10	X

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

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		
12		<input checked="" type="checkbox"/>
13	<input checked="" type="checkbox"/>	
Website address ► N/A		
14	Telephone no ► (402) 474-6900	
Located at ► 233 S. 13th St., #1900 Lincoln, NE ZIP + 4 ► 68508-2095		
15	<input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15	
16	<input checked="" type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		
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		
1b	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"/>		
1c	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? ► <input checked="" type="checkbox"/>	
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))	
2a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__		
2b	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) ► <input checked="" type="checkbox"/>	
3a	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__	
3b	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	
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) ► <input checked="" type="checkbox"/>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input checked="" type="checkbox"/>	
4b	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? ► <input checked="" type="checkbox"/>	

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
 Yes No

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

(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?

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
<u>Nancy S. Wright</u> 2708 Castle Glen Dr. Castle Pines CO 80108	Co-Trustee 2.00	0.	0.	0.
<u>Mark L. Seacrest</u> 5201 Carlisle Ct. Lincoln NE 68516	Co-Trustee 2.00	0.	0.	0.
<u>John C. Seacrest</u> 4810 Larkwood Rd. Lincoln NE 68516	Co-Trustee 2.00	0.	0.	0.

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

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

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		

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	-----	
2	-----	
3	-----	
4	-----	

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

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

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 1,540,887.
b Average of monthly cash balances	1b 20,936.
c Fair market value of all other assets (see instructions)	1c
d Total (add lines 1a, b, and c)	1d 1,561,823.
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 1,561,823.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 23,427.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,538,396.
6 Minimum investment return. Enter 5% of line 5	6 76,920.

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 76,920.
2a Tax on investment income for 2011 from Part VI, line 5	2a 0.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b 0.
c Add lines 2a and 2b	2c 0.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 76,920.
4 Recoveries of amounts treated as qualifying distributions	4 0.
5 Add lines 3 and 4	5 76,920.
6 Deduction from distributable amount (see instructions)	6 0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 76,920.

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 47,000.
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 0.
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3a 0.
b Cash distribution test (attach the required schedule)	3b 0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 47,000.
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 47,000.

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				76,920.
2 Undistributed income, if any, as of the end of 2011.			36,986.	
a Enter amount for 2010 only				
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	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 47,000.			36,986.	
a Applied to 2010, but not more than line 2a				
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				10,014.
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))				
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				66,906.
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)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or
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					4942(j)(5)
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)(ii)					
(3)	Largest amount of support from an exempt organization					
(4)	Gross investment income					

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

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

None

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

None**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

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

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

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

c Any submission deadlines:

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

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
Refer to attached Exhibit Lincoln		Refer to Attached Exhibit	Refer to Attached Exhibit	47,000.
Total			► 3a	47,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					29,023.
13 Total. Add line 12, columns (b), (d), and (e)				13	29,023.
(See worksheet in line 13 instructions to verify calculations)					

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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

Sign
Here

► Mark J. Leonard | 4/17/2012 ► Co-Trustee
Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Daniel R. Stogsdill		4/12/12		P01326933
	Firm's name	Cline Williams Law Firm, L.L.P.		Firm's EIN	
	Firm's address	233 S. 13th St., 1900 U.S. Bank Building Lincoln		NE 68508	Phone no (402) 474-6900

BAA

Form 990-PF (2011)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2011

Name of the organization

Mark T. and Margaret Lowe Seacrest Family Charitable Fdn.

Employer identification number

91-1765877

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use **exclusively** for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use **exclusively** for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an **exclusively** religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

Mark T. and Margaret Lowe Seacrest Family Charitable Fdn.

91-1765877

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Margaret L. Seacrest 1230 Crestdale Road Lincoln	\$ 1,003,320.	Person Payroll Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization

Mark T. and Margaret Lowe Seacrest Family Charitable Fdn.

Employer identification number

91-1765877

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Refer to attached schedule of assets.	\$ 1,003,320.	03/23/11
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

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
cline Williams Law F	Legal Services	1,634.	1,634.		
Total		<u>1,634.</u>	<u>1,634.</u>		

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
Union Bank & Trust C	Management fees	7,035.	7,035.		
Total		<u>7,035.</u>	<u>7,035.</u>		

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
Union Bank & Trust Co., #8293	1,135,892.	1,670,063.
Total	<u>1,135,892.</u>	<u>1,670,063.</u>

Supporting Statement of:**Form 990-PF, p2/Line 1(a)**

Description	Amount
<u>Union Bank acct #8293 money market</u>	<u>21,270.</u>
Total	<u>21,270.</u>

Supporting Statement of:**Form 990-PF, p2/Line 1(b)**

Description	Amount
<u>Union Bank acct #8293</u>	<u>17,503.</u>
Total	<u>17,503.</u>

Supporting Statement of:**Form 990-PF, p2/Line 1(c)**

Description	Amount
<u>Union Bank acct #8293</u>	<u>17,503.</u>
Total	<u>17,503.</u>

3/23/2011 Margaret Seacrest - In-Kind gift Transfers from the Margaret Seacrest Rev. Trust #8292 to the Family Foundation #8294

Shares	Description	Asset	Cost	Market Value	*Price/Sh
1,353.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Stryker Corp	(\$47,297.50)	\$ 82,607.42	\$ 61.06
800	Trf to Mark T. & Margaret L. Seacrest Family FDN	Ross Stores Inc	(\$15,280.00)	\$ 54,664.00	\$ 68.33
282	Trf to Mark T. & Margaret L. Seacrest Family FDN	Ross Stores Inc	(\$5,422.86)	\$ 19,269.06	\$ 68.33
1,082.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Questar Corp	(\$13,275.88)	\$ 18,680.73	\$ 17.27
1,500.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Oracle Corp	(\$24,990.00)	\$ 46,905.00	\$ 31.27
2,000.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Oracle Corp	(\$33,700.00)	\$ 62,540.00	\$ 31.27
500	Trf to Mark T. & Margaret L. Seacrest Family FDN	Oracle Corp	(\$8,550.00)	\$ 15,635.00	\$ 31.27
1,082.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Occidental Petroleum Corp	(\$14,025.43)	\$ 108,270.33	\$ 100.07
1,800.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Nucor Corp	(\$47,304.00)	\$ 82,476.00	\$ 45.82
1,353.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Nucor Corp	(\$16,539.85)	\$ 61,994.46	\$ 45.82
1,000.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Exxon Mobil Corp	(\$35,150.00)	\$ 82,500.00	\$ 82.50
500	Trf to Mark T. & Margaret L. Seacrest Family FDN	Exxon Mobil Corp	(\$21,025.00)	\$ 41,250.00	\$ 82.50
1,400.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Ecolab Inc	(\$4,844.75)	\$ 68,446.00	\$ 48.89
4,329.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	E M C Corp / Mass	(\$69,749.71)	\$ 114,372.18	\$ 26.42
2,800.00	Trf to Mark T. & Margaret L. Seacrest Family FDN	Danaher Corp	(\$50,775.20)	\$ 143,710.00	\$ 51.33
			(\$407,930.18)	\$ 1,003,320.18	

* The price per share was based upon using the average between the high and low as of 3/23/11

Mark T. & Margaret L. Seacrest Family Charitable FDN Agy

Account #: 8293

Tax Worksheet: From 01/01/2011 to 12/31/2011

Trust Category: Man. Agcy (Individual)
 Dates Open: 08/29/2001 to Present
 Trust Year End: December
 Date Printed: 02/06/2012

Admin Officer: Kim Munnis
 Invest Officer: William S Eastwood
 Tax State: Nebraska
 Tax ID: 91-1765877

Capital Gains and Losses

Individual Transactions

Long-Term	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
Vanguard Strategic Equity Fund #114	922038104	788.229000	03/30/2006	11/07/2011	2,048	0.00	15,000.00	-18,854.44	-3,854.44	Sold 788 229 shares @ \$19.0300 of Vanguard Strategic Equity Fund #114
Vulcor Corp	670346105	153.000000	05/04/2005	11/07/2011	2,378	0.00	5,902.62	-4,020.84	0.00	1,881.78 Sold 153 shares @ \$38.6300
				Long-Term Total	0.00	20,902.62	-22,875.28	0.00	-1,972.66	
				Individual Transactions Total	0.00	20,902.62	-22,875.28	0.00	-1,972.66	

Short Term Capital Gain Dividend

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction
Templeton Instl Foreign Equity #454	880210505	12/28/2011	6.49	0.00	6.49	Short Term Capital Gain Dividend on 4,237.288 shares
Templeton Instl Foreign Equity #454	880210505	12/28/2011	0.03	0.00	0.03	Short Term Capital Gain Dividend on 4,237.288 shares
Templeton Instl Foreign Equity #454	880210505	12/28/2011	0.00	3.49	3.49	Short Term Capital Gain Dividend on 4,237.288 shares
Vanguard GNMA Fund #36	922031307	12/30/2011	2,791.06	0.00	2,791.06	Short Term Capital Gain Dividend on 25,843.164 shares
		Short Term Capital Gain Dividend Total	2,791.58	3.49	2,801.07	

Long Term Capital Gain Dividend

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction
Templeton Instl Foreign Equity #454	880210505	09/07/2011	0.00	50.36	50.36	Long Term Capital Gain Dividend on 4,237.288 shares
Templeton Instl Foreign Equity #454	880210505	09/07/2011	66.59	0.00	66.59	Long Term Capital Gain Dividend on 4,237.288 shares
Templeton Instl Foreign Equity #454	880210505	12/28/2011	662.00	0.00	662.00	Long Term Capital Gain Dividend on 4,237.288 shares
Templeton Instl Foreign Equity #454	880210505	12/28/2011	3.49	0.00	3.49	Long Term Capital Gain Dividend on 4,237.288 shares
Templeton Instl Foreign Equity #454	880210505	12/28/2011	0.00	355.59	355.59	Long Term Capital Gain Dividend on 4,237.288 shares
Vanguard GNMA Fund #36	922031307	12/30/2011	0.00	516.86	516.86	Long Term Capital Gain Dividend on 25,843.164 shares
		Long Term Capital Gain Dividend Total	732.08	922.81	1,654.89	

Mark T. and Margaret L. Seacrest Family Charitable Foundation

**Part XV Supplementary Information -
Grants and Contributions Paid During the Year
or Approved for Future Payment**

Recipient Name and Address	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
Doane College 1014 Boswell Avenue Crete, NE 68333		Public	Walt Olsen Memorial	\$10,000
Santa Cop Program 1600 Hwy 2 Lincoln, NE 68502		Public	General Support	\$1,000
United Way/CHAD 206 S. 13 th St., #100 Lincoln, NE 68508		Public	General Support	\$5,000
Peoples City Mission 110 Q Street Lincoln, NE 68508		Public	General Support	\$2,500
The Salvation Army 1645 N. 27 th Street Lincoln, NE 68503		Public	General Support	\$3,000
Junior Achievement 5610 Seward Avenue Lincoln, NE 68504		Public	General Support	\$500
Lighthouse Foundation 2530 N Street Lincoln, NE 68510		Public	General Support	\$2,000
First Plymouth Church 2000 D Street Lincoln, NE 68502		Public	General Support	\$1,000

Recipient Name and Address	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
Teammates 6801 O Street Lincoln, NE 68510		Public	General Support	\$1,000
Family Service Association of Lincoln 501 S. 7 th St. Lincoln, NE 68508		Public	General Support	\$3,000
Christ Central Church of Lincoln 233 S. 13 th St., #1900 Lincoln, NE 68508		Public	Support of House for New Life	\$1,000
Big Brothers/Big Sisters 6201 Havelock Lincoln, NE 68507		Public	General Support	\$1,000
Arthritis Foundation 3901 Pine Lake Rd., #120 Lincoln, NE 68516		Public	Nebraska Chapter	\$500
Friendship Home P.O. Box 85358 Lincoln, NE 68501		Public	General Support	\$2,500
Cornhusker Place 721 K Street Lincoln, NE 68508		Public	General Support	\$1,000
Food Bank of Lincoln 4840 Doris Bair Cr., #A Lincoln, NE 68504		Public	General Support	\$5,500
Center for People in Need 3901 N. 27 th St., #1 Lincoln, NE 68521		Public	General Support	\$3,000

Recipient Name and Address	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
Habitat for Humanity 144 N. 19 th St. Lincoln, NE 68503		Public	General Support	\$2,000
Bright Lights 5561 S. 48 th St., #220 Lincoln, NE 68516		Public	General Support	\$1,500
			TOTAL:	\$47,000