



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



Form **990-PF**

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

OMB No 1545-0052

2011Department 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 06/01/11, and ending 05/31/12

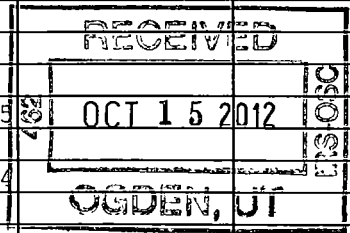
Name of foundation SHAW-BURCKHARDT-BRENNER FOUNDATION		A Employer identification number 23-7076297
Number and street (or P.O. box number if mail is not delivered to street address) C/O HALL RENDER, ONE AMERICAN SQUARE	Room/suite 2000	B Telephone number (see instructions) 317-977-1449
City or town, state, and ZIP code INDIANAPOLIS IN 46282		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 810,979	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, 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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1	1		
	4 Dividends and interest from securities	21,063	21,063		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	40,900			
	b Gross sales price for all assets on line 6a 302,014				
	7 Capital gain net income (from Part IV, line 2)		5,148		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 2	43				
12 Total. Add lines 1 through 11	62,007	26,212	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE STMT 3	3,540			3,540
	b Accounting fees (attach schedule) STMT 4	3,630			3,630
	c Other professional fees (attach schedule) STMT 5	6,465	6,465		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	184	184		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,171			1,171
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	93	17		76
	24 Total operating and administrative expenses. Add lines 13 through 23	15,083	6,666	0	8,417
	25 Contributions, gifts, grants paid	36,500			36,500
26 Total expenses and disbursements. Add lines 24 and 25	51,583	6,666	0	44,917	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	10,424				
b Net investment income (if negative, enter -0-)		19,546			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

SCANNED OCT 16 2012



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments			23,156	60,573	60,573
	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 (att schedule) ▶					
		Less allowance for doubtful accounts ▶	0				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) SEE STMT 8	453,062	442,288	472,783		
	c	Investments—corporate bonds (attach schedule) SEE STMT 9	247,322	206,748	210,748		
	Liabilities	11	Investments—land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶					
12		Investments—mortgage loans					
13		Investments—other (attach schedule) SEE STATEMENT 10	40,865	65,220	66,875		
14		Land, buildings, and equipment basis ▶					
		Less accumulated depreciation (attach sch) ▶					
15		Other assets (describe ▶)					
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	764,405	774,829	810,979		
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	764,405				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds		774,829			
	30	Total net assets or fund balances (see instructions)	764,405	774,829			
	31	Total liabilities and net assets/fund balances (see instructions)	764,405	774,829			

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	764,405
2	Enter amount from Part I, line 27a	2	10,424
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	774,829
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	774,829

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN DISTRIBUTIONS				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 5,148			5,148	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			5,148	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	5,148
<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>				
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>				

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	68,416	832,618	0.082170
2009	42,206	779,534	0.054143
2008	20,334	781,109	0.026032
2007	69,699	1,066,672	0.065342
2006	56,865	1,080,308	0.052638
2 Total of line 1, column (d)			2 0.280325
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 0.056065
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 790,742
5 Multiply line 4 by line 3			5 44,333
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 195
7 Add lines 5 and 6			7 44,528
8 Enter qualifying distributions from Part XII, line 4			8 44,917

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	195
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	195
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	195
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	570
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	570
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	375
11	Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	375

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IN		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► GOELZER INVESTMENT MANAGEMENT 111 MONUMENT CIRCLE, STE 500 Located at ► INDIANAPOLIS IN ZIP+4 ► 46204	Telephone no ► 317-264-2600		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20	2a	
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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	
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

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 11				

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
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	790,110
b	Average of monthly cash balances	1b	12,674
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	802,784
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	802,784
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	12,042
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	790,742
6	Minimum investment return. Enter 5% of line 5	6	39,537

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	39,537
2a	Tax on investment income for 2011 from Part VI, line 5	2a	195
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	195
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,342
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	39,342
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	39,342

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	44,917
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	44,917
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	195
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	44,722

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				39,342
2 Undistributed income, if any, as of the end of 2011				
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	47,612			
b From 2007	69,699			
c From 2008	20,334			
d From 2009	42,206			
e From 2010	27,045			
f Total of lines 3a through e	206,896			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 44,917				
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				39,342
e Remaining amount distributed out of corpus	5,575			
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	212,471			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
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)	47,612			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	164,859			
10 Analysis of line 9				
a Excess from 2007	69,699			
b Excess from 2008	20,334			
c Excess from 2009	42,206			
d Excess from 2010	27,045			
e Excess from 2011	5,575			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed
THOMAS A. JENKINS 317-977-1449
P.O. BOX 356 INDIANAPOLIS IN 46206

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 12

c Any submission deadlines
SEE STATEMENT 13

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 14

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 15				36,500
Total			▶ 3a	36,500
b Approved for future payment N/A				
Total			▶ 3b	

Form 990-PF - General Footnote**Description**

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS PURSUANT TO IRC SECTION 4942(H)(2) AND REGULATION 53.4942(A)-3(D)(2), THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT-YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Sale Price				
	PUBLICLY TRADED SECURITIES			PURCHASE					
					\$ 296,866	\$ 261,114	\$	\$	\$ 35,752
					\$ 296,866	\$ 261,114	\$ 0	\$ 0	\$ 35,752
	TOTAL								

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NON DIVIDEND DISTRIBUTIONS	\$ 43	\$	\$
TOTAL	\$ 43	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 3,540	\$	\$	\$ 3,540
TOTAL	\$ 3,540	\$ 0	\$ 0	\$ 3,540

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION FEES	\$ 3,630	\$	\$	\$ 3,630
TOTAL	\$ 3,630	\$ 0	\$ 0	\$ 3,630

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES	\$ 6,465	\$ 6,465	\$	\$
TOTAL	\$ 6,465	\$ 6,465	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX & FEES PAID	\$ 184	\$ 184	\$	\$
TOTAL	\$ 184	\$ 184	\$ 0	\$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
PO BOX	76			76
INVESTMENT EXPENSES SPDR GOLD	17	17		
TOTAL	\$ 93	\$ 17	\$ 0	\$ 76

Federal Statements

10/10/2012 8:49 AM

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AARONS INC COM 125 SH	\$ 2,351	2,351	COST	\$ 3,319
ABBOTT LABS 150 SH	8,161	8,161	COST	9,269
ADVANCED MICRO DEVICES INC COM 600 S	5,082		COST	
ADVANCED MICRO DEVICES INC COM 325 S		2,221	COST	1,976
AFLAC INC 100 SH	5,067	5,067	COST	4,008
AFLAC INC 50 SH		2,020	COST	2,004
APPLIED MATERIALS 200 SH	2,559		COST	
ARTIO GLOBAL INVT INTL EQ II 2557 SH	19,994		COST	
ASSOCIATED BANC CORP 250 SH	2,833	2,833	COST	3,165
ASTON/TAMRO SMALL CAP 502.883 SH	6,734		COST	
AT&T INC 175 SH	4,471	4,471	COST	5,980
AT&T INC 50 SH	1,442	1,442	COST	1,708
ATLAS AIR WORLDWIDE HLDGS INC NEW 30	1,621		COST	
ATLAS AIR WORLDWIDE HLDGS INC NEW 20	1,080	1,080	COST	908
ATLAS AIR WORLDWIDE HLDGS INC NEW 75		2,953	COST	3,407
AVON PRODUCTS INC COM 200 SH		3,298	COST	3,310
BAKER HUGHES INC COM 30 SH		1,479	COST	1,252
BAKER HUGHES INC COM 150 SH		6,834	COST	6,260
BAXTER INTERNATIONAL INC 100 SH	5,141	5,141	COST	5,062
BOEING CO COM 50 SH	3,204	3,204	COST	3,480
BOEING COMPANY 75 SH	3,617	3,617	COST	5,221
BP PLC SPONS ADR 100 SH	438		COST	
BP PLC SPONS ADR 10 SH	3,567	3,567	COST	3,281
BP PLC SPONS ADR 90 SH	1,948		COST	
CHEVRON CORP 25 SH	5,846	5,846	COST	7,373
CHEVRON CORP 75 SH	3,473	3,473	COST	2,450
CISCO SYSTEMS INC 150 SH	1,986	1,986	COST	1,633
CISCO SYSTEMS INC 100 SH	2,758	2,758	COST	3,737
COCA COLA COMPANY 50 SH	1,956		COST	
CONSTELLATION BRANDS INC 100 SH	268		COST	
CONSTELLATION BRANDS INC 15 SH	2,826	2,826	COST	3,086
CONSTELLATION BRANDS INC 160 SH	5,044	5,044	COST	3,247
CORNING INC COM 250 SH		3,296	COST	3,248
CORNING INC COM 250 SH		3,200	COST	3,107
COVIDIEN PLC SHS NEW	3,353	3,353	COST	4,494
CVS CAREMARK CORP 100 SH	1,802	1,802	COST	2,247
CVS CAREMARK CORP 50 SH				

Federal Statements

10/10/2012 8:49 AM

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DEAN FOODS CO NEW COM 600 SH	\$ 5,214	\$ 5,214	COST	\$ 9,384
DIAMOND HILL LONG SHORT FUND 161 SH	2,524		COST	
DIAMOND HILL LONG SHORT FUND 520 SH	8,548		COST	
DISNEY WALT CO DISNEY COM 5 SH	185	185	COST	229
DISNEY WALT CO DISNEY COM 75 SH	2,474	2,474	COST	3,428
EXXON MOBIL CORP 100 SH	6,531	6,531	COST	7,863
EXXON MOBIL CORP 50 SH		3,930	COST	3,932
FIDELITY NATIONAL FINANCIAL 150 SH	2,272		COST	
FIDELITY NATIONAL FINANCIAL 200 SH	2,718		COST	
FIFTH THIRD BANCORP 300 SH	3,348	3,348	COST	4,005
GENERAL ELECTRIC 350 SH	5,485	5,485	COST	6,681
GENTEX CORP 285 SH		6,454	COST	6,356
GILEAD SCIENCES INC 50 SH	1,871		COST	
GILEAD SCIENCES INC 75 SH	2,937		COST	
GOOGLE INC CL A 5 SH	2,882	2,882	COST	2,904
GOOGLE INC CL A 5 SH		2,707	COST	2,904
HANESBRANDS INC COM 210 SH	5,310	5,310	COST	5,851
HANESBRANDS INC COM 130 SH		3,034	COST	3,622
HEWLETT PACKARD CO 50 SH	2,141		COST	
HEWLETT PACKARD CO 80 SH	3,722		COST	
HONEYWELL INTL INC 125 SH	4,822	4,822	COST	6,958
IBM CORP 30 SH	3,812	3,812	COST	5,787
IBM CORP 20 SH	2,541		COST	
INTEL CORP 250 SH	4,926	4,926	COST	6,460
ISHARES TR RUSSELL 1000 GR INDX 200S	10,239	10,239	COST	12,352
ISHARES TR RUSSELL 1000 GR INDX 200S	12,008		COST	
ISHARES TR RUSSELL 1000 GR INDX 206S	12,368	12,368	COST	12,723
ISHARES TR RUSSELL 1000 GR INDX 250S		15,969	COST	15,440
ISHARES TR S&P MIDCAP 400 GR 25 SH	1,889		COST	
ISHARES TR S&P MIDCAP 400 GR 100 SH	7,554	7,554	COST	10,534
JPMORGAN TR II US REAL EST 562.866 S	7,428		COST	
JPMORGAN US LRG CAP CORE 1788.567 SH	18,995		COST	
KIMBERLY CLARK CORP 25 SH	1,574		COST	
KIMBERLY CLARK CORP 50 SH	3,008		COST	
MARATHON OIL CORP 125 SH	4,017	2,396	COST	3,114
MATTEL INC 200 SH	4,424	4,424	COST	6,226
MCDONALDS CORP 25 SH	1,706	1,706	COST	2,234

Federal Statements

10/10/2012 8:49 AM

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MEDTRONIC INC 100 SH	\$ 3,675	3,675	COST	\$ 3,684
MEDTRONIC INC 50 SH	2,050	2,050	COST	1,842
MERCK & CO INC NEW 75 SH	2,452	2,452	COST	2,818
MERCK & CO INC NEW 75 SH	2,672	2,672	COST	2,819
MERIDIAN GROWTH FUND 1.023 SH	45		COST	
MERIDIAN GROWTH FUND 620.545 SH	20,114	20,114	COST	27,434
MERIDIAN GROWTH FUND 52.319 SH		2,123	COST	2,313
MICROSOFT CORPORATION 150 SH		3,991	COST	4,378
MICROSOFT CORPORATION 300 SH	8,448	8,448	COST	8,757
NOKIA CORP SPONSORED ADR 480 SH		3,205	COST	1,282
NOKIA CORP SPONSORED ADR 300 SH	2,747	2,747	COST	801
NOKIA CORP SPONSORED ADR 1100 SH		4,436	COST	2,937
NORFOLK SOUTHERN 50 SH	2,346	2,346	COST	3,276
NORFOLK SOUTHERN 50 SH	3,374	3,374	COST	3,276
OMEGA HEALTHCARE INVS INC 300 SH		4,665	COST	6,333
ORACLE CORPORATION 175 SH	3,918	3,918	COST	4,632
PEPSICO INC 100 SH	6,221	6,221	COST	6,785
PFIZER INC 275 SH	4,921	4,921	COST	6,014
PNC FINL SVCS GROUP INC COM 75 SH	4,574	4,574	COST	4,606
PNC FINL SVCS GROUP INC COM 50 SH		2,364	COST	3,071
PPG INDUSTRIES INC 60 SH		4,580	COST	6,206
PPL CORP 185 SH		5,077	COST	5,063
SAFEMAY INC NEW 100 SH	1,984		COST	
SAFEMAY INC NEW 125 SH	2,847		COST	
SCOUT INTERNATIONAL FUND 934.307 SH	32,000	32,000	COST	26,319
SCOUT INTERNATIONAL FUND 299.202 SH		9,000	COST	8,429
SCOUT INTERNATIONAL FUND 16.536 SH		473	COST	466
STAPLES INC 200 SH		3,198	COST	2,628
T ROWE PRICE NEW ASIA 745.8740 SH	9,466		COST	
TARGET CORP 100 SH	4,673	4,673	COST	5,791
TE CONNECTIVITY LTD REG SHS 100 SH	2,163		COST	
TELEFLEX INC 50 SH	2,992	2,992	COST	2,970
TELEFLEX INC 35 SH		1,845	COST	2,079
TEVA PHARMACEUTICAL IND ADR 50 SH		1,926	COST	1,959
TEVA PHARMACEUTICAL IND ADR 100 SH	4,944	4,944	COST	3,919
TORCHMARK CORP 100 SH	4,387		COST	
TORCHMARK CORP 112 SH		3,276	COST	5,226

Federal Statements

10/10/2012 8:49 AM

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TORCHMARK CORP 50 SH		1,779	COST	\$ 2,333
TRANSOCEAN LTD 90 SH		7,500	COST	3,675
TRANSOCEAN LTD 90 SH	7,500	4,479	COST	3,675
TRAVELERS COMPANIES INC 100 SH	5,400	5,400	COST	6,249
UNITED TECHNOLOGIES CORP 50 SH	3,340	3,340	COST	3,705
UNITED TECHNOLOGIES CORP 35 SH		2,643	COST	2,594
WESTERN UN CO 200 SH		3,590	COST	3,280
ZIONS BANCORP 200 SH	3,149	3,149	COST	3,806
CALAMOS MKT NEUTRAL INC 745.053 SH	8,597	8,597	COST	9,157
CALAMOS MKT NEUTRAL INC 9.209 SH		110	COST	113
DIAMOND HILL SMALL CAP FD 550.863 SH	15,025		COST	
DIAMOND HILL SMALL CAP FD I 573.199		15,530	COST	13,493
DIAMOND HILL LONG-SHORT FD 682.662 S		11,093	COST	11,653
GABELLI ABC FUND 361.071 SH	3,527	3,527	COST	3,539
GABELLI ABC FUND 8.409 SH	82		COST	
GABELLI ABC FUND 18.282 SH		178	COST	179
TOTAL	\$ 453,062	\$ 442,288		\$ 472,783

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERATED BOND FUND CL IS 1276.596 S		12,000	COST	\$ 11,949
ISHARES TR BARCLAYS TIPS BD 107 SH	10,970		COST	
JP MORGAN-BACKED SECUR FD 1736.111 S		20,025	COST	20,035
JPMORGAN HIGH YIELD BOND 2740.507 S	21,043		COST	
RIDGEWORTH SEIX FLTNG RT 1478.098 SH	12,738	12,738	COST	12,934
RIDGEWORTH SEIX FLTNG RT 89.791 SH	795		COST	
RIDGEWORTH SEIX FLTNG RT 7.541 SH		65	COST	66
RIDGEWORTH SEIX FLTNG RT 139.485 SH		1,230	COST	1,220
RIDGEWORTH SEIX FLTNG RT 6.444 SH		57	COST	56
VANGUARD GNMA FUND 1403.417 SH	15,074	15,074	COST	15,536
VANGUARD GNMA FUND 7517.939 SH	80,967		COST	
VANGUARD GNMA FUND 50644.16 SH		54,499	COST	56,063

Federal Statements

10/10/2012 8:49 AM

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VANGUARD GNMA FUND 46.505 SH	\$	498	COST	\$ 515
VANGUARD INT TERM BOND 1154.049 SH	11,419		COST	
VANGUARD INT TERM BOND 5928.925 SH	58,662	58,662	COST	60,416
VANGUARD SH TERM INV GR 2371.433 SH	25,485		COST	
VANGUARD SH TERM INV GR 957.187 SH	10,169		COST	
VANGUARD SH TERM INV GR 1805.635 SH		19,320	COST	19,393
VANGUARD SH TERM INV GR 7.456 SH		80	COST	80
WELLS FARGO ADVTG ST HIGH 1528.117 S		12,500	COST	12,485
TOTAL	\$ 247,322	\$ 206,748		\$ 210,748

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AQR MANAGED FUTURES STRAT 968.992 SH	\$ 10,025		COST	\$
AQR MANAGED FUTURES STRAT 770.814 SH		7,970	COST	7,708
ALLIANZ AGIC CONVERT FUND 154.024 SH		4,030	COST	4,057
CALAMOS CONVERTIBLE FUND 37.930 SH	728		COST	
CALAMOS CONVERTIBLE FUND 3.796 SH	231		COST	
CALAMOS CONVERTIBLE FUND 666.615 SH	12,339	12,339	COST	11,212
COLUMBIA ACORN INTL FUND 423.344 SH		14,000	COST	15,156
JP MORGAN SECURITY CAP US 583.756 SH		9,225	COST	9,358
PIMCO EMERGING MKTS CURR 1241.178 SH	12,477	12,477	COST	12,263
PIMCO EMERGING MKTS CURR 19.339 SH	202	202	COST	191
PIMCO EMERGING MKTS CURR 9.882 SH		105	COST	98
PIMCO EMERGING MKTS CURR .892 SH		9	COST	9
SPDR GOLD SHARES 45 SH	4,863	4,863	COST	6,823
TOTAL	\$ 40,865	\$ 65,220		\$ 66,875

Federal Statements**Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DAVE BACKER 2 RUGOSA WAY CAPE ELIZABETH ME 04107	DIRECTOR	2.00	0	0	1,081
THOMAS A. JENKINS ONE AMERICAN SQ, STE 2000 INDIANAPOLIS IN 46282	DIRECTOR	2.00	0	0	76
CHRISTINE HAYES HICKEY 500 MARROTT CENTER INDIANAPOLIS IN 46204	DIRECTOR	2.00	0	0	0
DENNIS R. JONES 8017 BEAUMONT GREEN EAST DRIVE INDIANAPOLIS IN 46250	DIRECTOR	2.00	0	0	0
DOROTHEA GENETOS 6471 B MERIDIAN PARKWAY INDIANAPOLIS IN 46220	DIRECTOR	2.00	0	0	0

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

<u>Name of Manager</u>	<u>Amount</u>
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

<u>Name of Manager</u>	<u>Amount</u>
NONE	\$
TOTAL	\$ 0

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

THE SHAW-BURCKHARDT-BRENNER FOUNDATION DOES NOT PROVIDE A STANDARD APPLICATION FORMAT. HOWEVER, THE BOARD LOOKS FOR CERTAIN ELEMENTS IN EACH GRANT REQUEST AND PARTICULARLY ONE THAT RELATES TO THE FUNDING OF A SPECIFIC PROGRAM OR PROJECT. THESE ARE:

1. DETAILED AND SPECIFIC INFORMATION OF A PROGRAM'S PURPOSE AND PROCEDURE, PERSONNEL INVOLVED, ANTICIPATED RESULTS, EVALUATION PROCEDURES, ETC.

2. A DETAILED BUDGET TO JUSTIFY THE AMOUNT REQUESTED WHICH IDENTIFIES ALL PROJECTED EXPENSES AND ANTICIPATED INCOME ASSOCIATED WITH THE PROGRAM AND A COPY OF THE MOST CURRENT FINANCIAL STATEMENT OF THE ORGANIZATION.

3. VISUAL MATERIALS, CHARTS, SUPPORT LETTERS, AND ANY OTHER APPROPRIATE INFORMATION TO SUPPORT THE GRANT REQUEST.

4. A COPY OF THE INTERNAL REVENUE SERVICE DETERMINATION LETTER INDICATING THAT THE APPLYING ORGANIZATION HAS APPROPRIATE TAX-EXEMPT STATUS. UNLESS THIS INFORMATION WAS PREVIOUSLY FURNISHED, THE BOARD CANNOT CONSIDER A REQUEST WITHOUT THIS EVIDENCE.

5. A COPY OF THE MOST RECENTLY FILED IRS FORM 990 OR 990-EZ (A PUBLIC DOCUMENT), WITH ATTACHED SCHEDULES. IF THE ORGANIZATION IS NOT REQUIRED TO FILE EITHER FORM 990 OR 990-EZ, THAT FACT SHOULD BE INDICATED WITH THE GRANT REQUEST.

Statement 13 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

GENERALLY, THE BOARD MEETS TWO TIMES A YEAR, IN MAY AND NOVEMBER/DECEMBER. GRANT REQUESTS RECEIVED AFTER A MEETING WILL BE HELD AND ACTED UPON AT THE NEXT MEETING. BECAUSE OF THE NATURE OF THE MEETINGS OF THE BOARD, IT IS NOT FEASIBLE TO ALLOW FOR PERSONAL PRESENTATION. THUS, THE WRITTEN PROPOSAL WILL BE THE SOLE PRESENTATION TO THE BOARD. EACH MEMBER OF THE BOARD MUST RECEIVE A COPY OF THE GRANT REQUEST, AT HIS OR HER ADDRESS, IN ADVANCE OF THE BOARD MEETING.

Statement 14 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

THE BOARD FAVORS PROGRAMS WHICH BENEFIT CHILDREN (OR PROVIDE SERVICES TO CHILDREN) OVER OTHER PROGRAMS, AND THE BOARD PREFERS TO CONSIDER GRANT REQUESTS FOR THE FUNDING OF SPECIFIC PROGRAMS OR PROJECTS BEFORE CONSIDERING REQUESTS FOR GENERAL OPERATING FUNDS.

Federal Statements

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the

Year

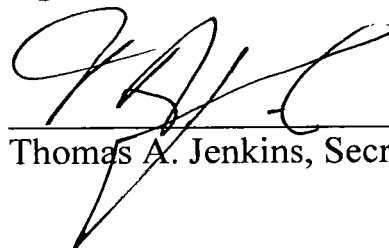
Name		Address		Purpose	Amount
Address	Relationship	Status			
ASSISTANCE LEAGUE OF INDIANAPOLIS IN 46260	NONE		NORTHBROOK CENTER	PUBL CHARITY CHARITABLE	4,000
CUMBERLAND COLLEGE			6191 COLLEGE STATION DR		
WILLIAMSBURG KY 40769	NONE		PUBL CHARITY CHARITABLE		3,000
DAY NURSERY			615 N ALABAMA ST, STE 300		
INDIANAPOLIS IN 46204	NONE		PUBL CHARITY CHARITABLE		3,000
INDIANAPOLIS-MARION CO			PO BOX 6134		
INDIANAPOLIS IN 46206	NONE		PUBL CHARITY CHARITABLE		1,000
NOBLE OF INDIANA			7701 E 21ST STREET		
INDIANAPOLIS IN 46219	NONE		PUBL CHARITY CHARITABLE		4,000
THE SALVATION ARMY			540 N ALABAMA ST		
INDIANAPOLIS IN 46204	NONE		PUBL CHARITY CHARITABLE		4,500
INDIANAPOLIS ZOOLOGICAL SOCIETY INC			PO BOX 22309		
INDIANAPOLIS IN 46222	NONE		PUBL CHARITY CHARITABLE		2,000
RONALD MCDONALD HOUSE			435 LIMESTONE ST		
INDIANAPOLIS IN 46202	NONE		PUBL CHARITY CHARITABLE		2,000
RUTH LILLY HEALTH EDUCATION CENTER					
GLEANERS FOOD BANK OF INDIANA					
HAPPY HOLLOW CHILDREN'S CAMP INC					
TRI-COUNTY YMCA					
TOTAL					3,000
					36,500

Secretary's Certificate

I certify that I am Secretary of The Shaw-Burckhardt-Brenner Foundation and that at a meeting held on May 18th, 2012, upon motion duly made and seconded, the Directors unanimously approved Amended and Restated By-Laws for the Foundation.

I further certify that the copy of the Amended and Restated By-Laws which is appended to this Secretary's Certificate as Exhibit "A" represents the Amended and Restated By-Laws approved at that meeting.

Date: October 9, 2012

A handwritten signature in dark ink, appearing to read 'T. A. Jenkins', is written over a horizontal line. The signature is stylized with a large initial 'T' and a long, sweeping underline.

Thomas A. Jenkins, Secretary

AMENDED AND RESTATED
BY-LAWS
OF
THE SHAW-BURCKHARDT-BRENNER FOUNDATION, INC.
(as amended on May 18, 2012)

ARTICLE I

Identification

Section 1 -- Name

The name of the Corporation is The Shaw-Burckhardt-Brenner Foundation, Inc.

Section 2 -- Seal

The Corporation shall not have a corporate seal.

Section 3 -- Office

The Corporation need not maintain a physical principal office but may transact business through the means of a Post Office Box.

Section 4 -- Purposes

- 1) To establish, operate, administer and maintain funds with which and from which to:
 - (a) aid and assist the citizens of Indiana toward an education well based in the Liberal Arts and the Fine Arts fields;
 - (b) aid and assist colleges, universities and other institutions of higher education to provide, improve and expand their facilities, techniques and curriculum In the Liberal Arts and Fine Arts fields;
 - (c) aid and assist deserving individuals and organizations devoted primarily to improving and enriching the lives of individuals with a specific focus upon assisting and supporting programs that benefit children or provide services to children; and
 - (d) aid and assist other organizations qualified under Section 501(c)(3) of the Internal Revenue Code in amounts as determined in the discretion of the Board of Directors.
- 2) To have the rights, privileges and powers set forth in Indiana Code 23-17-4-2.

ARTICLE II

General Membership

Section 1 -- Members

The Corporation shall not have members.

ARTICLE III

Board of Directors

Section 1 -- General

The affairs of the Corporation shall be controlled and governed by a Board of Directors created and empowered in accordance with the provisions of this Article.

Section 2 -- Number

The Board of Directors shall consist of not less than three (3) and not more than five (5) individuals, the exact number to be prescribed from time to time by a resolution of the Board of Directors. Directors shall hold office until their successors are elected and qualified.

Section 3 -- Duties

The corporate power of the Corporation shall be vested in the Board of Directors which shall have the management and control of the business of the Corporation.

Section 4 -- Resignation

A Director may resign at any time by filing his or her written resignation with the Secretary.

Section 5 -- Removal

At a meeting of the Board of Directors called expressly for that purpose, Directors may be removed by a two-thirds vote of the Directors present so long as a quorum is in attendance.

Section 6 -- Vacancies

In case of any vacancy in the Board of Directors through death, resignation, removal or other cause, the remaining Directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy.

Section 7 -- Annual Meeting.

The Board of Directors shall meet each year at any place within or without the State of Indiana on a date to be mutually agreed upon for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the meeting may be held any time thereafter within ~~six~~ months after notice.

Section 8 -- Other Meetings

Other meetings of the Board of Directors may be held upon the call of the President,

or of two or more members of the Board of Directors, at any place within or without the State of Indiana, upon forty-eight hours' notice, specifying the time, place and general purposes of the meeting, given to each Director, either personally, by mailing, or by email. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent Directors, either by written instrument or by email.

Section 9 - Quorum

At any meeting of the Board of Directors, the presence of a majority of the members of the Board elected and qualified shall constitute a quorum for the transaction of any business except the filling of vacancies in the Board of Directors, which vacancies shall be filled as provided in Section 6 of this Article.

Section 10 -- Organization

The President and in his absence any Director chosen by the Directors present, shall call meetings of the Board of Directors to order, and shall act as chairman of such meetings. The Secretary of the Corporation shall act as Secretary of the Board of Directors but in the absence of the Secretary the presiding officer may appoint any Director to act as Secretary of the meeting.

Section 11 -- Compensation

None of the officers nor any of the Directors shall receive any compensation for their services as officers or Directors. However, officers and Directors may be reimbursed for expenses incurred on behalf of the Corporation, including travel expenses, and may receive reasonable remuneration for necessary services provided to the Corporation in their individual or professional capacity.

Section 12 -- Liabilities of Directors

No Director shall be liable for the acts or omissions of any other Director, or of any accountant, agent, counsel, custodian or investment advisor selected with reasonable care. As provided in Indiana Code 23-17-13-1, each Director shall be fully protected in acting upon any instrument, certificate or paper, believed by him to be genuine and to be signed or presented by the proper person or persons, and no Director shall be under any duty to make any investigations or inquiries as to any statement contained in any such writing but may accept the same as conclusive evidence of the truth and accuracy of the statements contained therein.

Section 13 -- Confirmation of Action by Board of Directors

In lieu of a meeting or attendance at a meeting, a written instrument signed by all of the Directors may evidence and confirm any action of the Board of Directors.

Section 14 -- Officers of the Board of Directors

The officers of the Board of Directors shall consist of a President and a Secretary, and such other officers with such powers and duties not inconsistent with these By-Laws as

may be appointed and determined by the Board.

ARTICLE IV

Section 1 -- President

The President shall preside at all meetings of Directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as this Code of By-Laws provides or the Board may prescribe.

Section 2 -- Secretary

The Secretary shall have the custody and care of the corporate seal, records, minutes and books of the Corporation. He or she shall attend all meetings of the Board of Directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for any standing committees appointed by the Board of Directors, when required. He or she shall attend to the giving and serving of all notices of the Corporation, shall file and take charge of all papers and documents belonging to the Corporation and shall perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe.

Section 3 -- Delegation of Authority

In the case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs therein.

Section 4 -- Execution of Documents

Unless otherwise provided by the Board of Directors all contracts, leases, commercial paper and other instruments in writing and legal documents, shall be signed by the President and attested by the Secretary.

ARTICLE V

Fiscal Year

Section 1 -- Time

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st of each year.

ARTICLE VI

Conduct and Management of Activities of the Corporation

Section 1 -- Exempt Activities

Notwithstanding any other provision of these By-Laws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

Section 2 – Donations, Contributions and Grants

In keeping with the above, donations, contributions and grants made by the Corporation to grant applicants shall conform with its purposes as set forth in its Articles of Incorporation and also in Section 4 of Article I of these By-Laws, and shall be limited to organizations and institutions which are entitled to receive donations as a charitable or tax-exempt entity under the above provisions of the Internal Revenue Code.

It shall not be the purpose or intent of the Shaw-Burckhardt-Brenner Foundation, Inc. to solicit or receive donations from individuals or corporations in the general conduct of its affairs and such donations shall be accepted only upon a majority vote of the Board of Directors.

Section 3 -- Income

All income realized by the Corporation from any of its investments may be disbursed as determined by its Board of Directors for purposes set forth herein; and no disbursement of income shall be used at any time, either directly or indirectly, to benefit any member of the Corporation or any member of the Board of Directors.

Section 4 -- Limitations

No part of the activities of the Corporation shall consist of propaganda or otherwise attempting to influence legislation nor shall any part of the activities of the Corporation consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign or on behalf of any candidate for public office.

Section 5 -- Composition of Members

The members of the Board of Directors shall, as far as possible, be representative of those segments of the population having an interest in education, including, but not limited to, individuals concerned with social work, education, law, and state and local government.

Section 6 -- Bank Accounts

The Board of Directors of the Corporation shall select an appropriate institutional depository for the deposit of funds received for or on behalf of the Corporation. Such funds shall be

withdrawn upon appropriate need and for appropriate expenditures by written (including email) authorization of at least two members of the Board of Directors, one of whom shall be the President or the Secretary.

Section 7 -- Investments,

The Board of Directors shall establish, review and maintain an investment policy for the investment of the Corporation's investment portfolio. The Board shall hire an investment advisor or advisors for the investment and management of the Corporation's investment portfolio in conformity with the investment policies in place from time to time and shall monitor the performance of the investment advisor.

Section 8 -- Issuance of Reports,

All reports relating to matters of concern to the Corporation, whether prepared by committees or by individual members, shall be reviewed and approved by the Board of Directors before they may be issued in the name of the Corporation.

Section 9 -- Expenditure of Funds

The expenditure of any of the funds of the Corporation shall be for charitable purposes within the meaning of the terms of the Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE VII

Corporate Books

Section 1 -- Place of Keeping, in General

Except as otherwise provided by the laws of the State of Indiana, the Articles of Incorporation of the Corporation or by these By-Laws, the books and records of the Corporation may be kept at such place or places, within or without the State of Indiana, as the Board of Directors may from time to time by resolution determine.

ARTICLE VIII

Amendments

By-Laws may be adopted, amended or repealed at any meeting of the Board of Directors by the vote of the majority thereof. Specifically, the By-Laws shall be amended to conform to the necessary requirements for tax-exemption, and in accord with this, the Board of Directors shall not have the power to adopt any amendments to these By-Laws inconsistent with regulations of the Internal Revenue Code granting or permitting tax-exempt status.

ARTICLE IX

Duration of Foundation and Dissolution

The term of the Corporation shall be for an indefinite number of years; but its duration shall at all times comply with any laws of the State of Indiana or the United States which may at any time hereafter limit or restrict the number of years in which a foundation may exist. In the event the Corporation should terminate at any time in the future through any voluntary action on the part of its Board of Directors or by operation of law, distribution of any funds or property then remaining in the Corporation shall be made only to organizations and institutions which have purposes similar to the Corporation and to which contributions would be exempt under the Internal Revenue laws of the United States; and such distribution shall be with the express understanding that the use of funds will conform at all times to the purposes for which the Corporation was established .

1249472v 1