Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 07/01/11 **, and ending** 06/30/12

Name of foundation: THE CONOVER FOUNDATION, INC.	A Employer identification number: 35-6672841
Number and street (or P O box number if mail is not delivered to street address): 6970 HARNESS LANE — Room/suite:	B Telephone number (see instructions): 812-342-1998
City or town, state, and ZIP code: COLUMBUS IN 47201	C If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,530,636 — J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

	Line	Description	(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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	13,744	13,744	13,744	
	4	Dividends and interest from securities	36,229	36,229	36,229	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	44,857			
	b	Gross sales price for all assets on line 6a 283,251				
	7	Capital gain net income (from Part IV, line 2)		44,857		
	8	Net short-term capital gain			886	
	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 1	8,980	1,038	8,980	
	12	Total. Add lines 1 through 11	103,810	95,868	59,839	
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)				
	b	Accounting fees (attach schedule) STMT 2	6,630			
	c	Other professional fees (attach schedule) STMT 3	15,454	15,454		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	1,181			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	490	490		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,755	15,944	0	0
	25	Contributions, gifts, grants paid	123,000			123,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	146,755	15,944	0	123,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-42,945			
	b	**Net investment income** (if negative, enter -0-)		79,924		
	c	**Adjusted net income** (if negative, enter -0-)			59,839	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	31,652	15,067	15,067
	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 6	2,106,238	1,988,780	2,127,479
	c	Investments—corporate bonds (attach schedule) SEE STMT 7	287,153	377,153	388,090
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 8)	4,128	5,226	
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,429,171	2,386,226	2,530,636
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,429,171	2,386,226	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,429,171	2,386,226	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,429,171	2,386,226	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,429,171
2	Enter amount from Part I, line 27a	2	-42,945
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,386,226
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,386,226

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	44,857
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	886

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	124,177	2,519,286	0.049291
2009	118,370	2,440,051	0.048511
2008	141,409	2,372,793	0.059596
2007	147,100	3,040,551	0.048379
2006	54,199	3,049,464	0.017773

2	**Total** of line 1, column (d)	2	0.223550
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	0.044710
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,497,406
5	Multiply line 4 by line 3	5	111,659
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	799
7	Add lines 5 and 6	7	112,458
8	Enter qualifying distributions from Part XII, line 4	8	123,000

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	799
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	799
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	799
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a — 590		
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	590
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	209
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHERYL CONOVER STROUD Telephone no ▶ 812-342-1998
6970 HARNESS LANE
Located at ▶ COLUMBUS IN ZIP+4 ▶ 47201

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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)	N/A	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?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to
- **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- **(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- **(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- **(4)** Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- **(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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
CHERYL CONOVER STROUD 6970 HARNESS LANE	COLUMBUS IN 47201	PRESIDENT 5.00	0	0	0
JANET TOTTEN 604 E MAIN CROSS ST	EDINBURGH IN 46124	SEC/TREAS 2.00	0	0	0
CHRISTINE CONOVER STROUD 6970 HARNESS LANE	COLUMBUS IN 47201	ASSIST SEC 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
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 CONTRIBUTIONS TO VARIOUS LOCAL ORGANIZATIONS 32 ORGANIZATIONS WERE SERVED DURING THE 2011/2012 FISCAL YEAR.	123,000
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	2,488,100
b	Average of monthly cash balances		1b	47,338
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	2,535,438
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	2,535,438
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	38,032
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,497,406
6	**Minimum investment return.** Enter 5% of line 5		6	124,870

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	124,870
2a	Tax on investment income for 2011 from Part VI, line 5	2a 799		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	799
3	Distributable amount before adjustments Subtract line 2c from line 1		3	124,071
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	124,071
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	124,071

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	123,000
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	
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	123,000
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	799
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	122,201

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				124,071
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			121,600	
b	Total for prior years 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 123,000				
a	Applied to 2010, but not more than line 2a			121,600	
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				1,400
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				122,671
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

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

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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))

N/A

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

SEE STATEMENT 9

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

CHERYL CONOVER STROUD 812-342-1998
6970 HARNESS LANE COLUMBUS IN 47201

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

WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

c Any submission deadlines

NONE

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

NONE

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 10				123,000
Total			▶ **3a**	123,000
b Approved for future payment N/A				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	13,744	
4 Dividends and interest from securities			14	36,229	
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			18	1,038	
8 Gain or (loss) from sales of assets other than inventory			18	44,857	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 11		8,193		-251	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		8,193		95,617	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 103,810

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

Sign Here

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

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

Cheryl Conover Strand — 11/13/12 — President

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DENNIS J. HASH		11/08/12	
Firm's name ▶ HASH CPA GROUP LLC		PTIN	P00381730
Firm's address ▶ P.O. BOX 637 FRANKLIN, IN 46131-0637		Firm's EIN ▶	35-2140590
		Phone no	317-738-2366

50520 11/08/2012

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** — For calendar year 2011, or tax year beginning 07/01/11 , and ending 06/30/12 — **2011**

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	100 SHS ABBOTT LABORATORIES	P	10/01/96	02/27/12
(2)	300 SHS CVS CAREMARK CORP.	P	07/17/07	12/16/11
(3)	150 SHS CVS CAREMARK CORP.	P	07/17/07	04/26/12
(4)	500 SHS DELL INC.	P	01/17/08	02/06/12
(5)	100 SHS DELL INC.	P	01/17/08	04/26/12
(6)	350 SHS HOME DEPOT INC.	P	05/17/07	02/06/12
(7)	100 SHS HOME DEPOT INC.	P	VARIOUS	02/27/12
(8)	50 SHS HOME DEPOT INC.	P	02/06/08	04/26/12
(9)	40 SHS IBM CORP.	P	03/06/05	12/16/11
(10)	20 SHS IBM CORP.	P	03/06/05	04/26/12
(11)	150 SHS JPMORGAN CHASE & CO.	P	07/17/07	04/26/12
(12)	200 SHS JOHNSON & JOHNSON	P	04/26/07	02/06/12
(13)	300 SHS KRAFT FOODS INC.	P	07/24/08	02/06/12
(14)	250 SHS MATTEL INC.	P	08/21/07	02/06/12
(15)	320 SHS MICROSOFT CORP.	P	VARIOUS	02/27/12

	(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)
(1)	5,599		4,645	954
(2)	11,370		10,878	492
(3)	6,493		5,439	1,054
(4)	8,790		10,530	-1,740
(5)	1,611		2,106	-495
(6)	15,610		13,443	2,167
(7)	4,708		3,343	1,365
(8)	2,557		1,422	1,135
(9)	7,700		3,689	4,011
(10)	3,961		1,844	2,117
(11)	6,421		7,522	-1,101
(12)	13,160		12,862	298
(13)	11,574		8,868	2,706
(14)	7,752		5,592	2,160
(15)	10,084		8,124	1,960

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				954
(2)				492
(3)				1,054
(4)				-1,740
(5)				-495
(6)				2,167
(7)				1,365
(8)				1,135
(9)				4,011
(10)				2,117
(11)				-1,101
(12)				298
(13)				2,706
(14)				2,160
(15)				1,960

50520 11/08/2012

Capital Gains and Losses for Tax on Investment Income

Form 990-PF — For calendar year 2011, or tax year beginning 07/01/11, and ending 06/30/12 — 2011

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	125 SHS PROCTOR & GAMBLE CO.	P	VARIOUS	02/27/12
(2)	100 SHS PROCTOR & GAMBLE CO.	P	03/06/05	04/26/12
(3)	150 SHS TJX COS INC.	P	11/06/07	12/16/11
(4)	100 SHS TJX COS INC.	P	11/06/07	04/26/12
(5)	150 SHS US BANCORP	P	05/17/07	04/26/12
(6)	150 SHS VANGUARD INDEX MID-CAP ETF	P	05/22/08	09/01/11
(7)	275 SHS VANGUARD INDEX MID-CAP ETF	P	05/22/08	12/16/11
(8)	50 SHS VANGUARD INDEX MID-CAP ETF	P	05/22/08	02/27/12
(9)	250 SHS VANGUARD INDEX MID-CAP ETF	P	05/22/08	04/26/12
(10)	150 SHS VANGUARD INDEX SMALL-CAP ETF	P	05/22/08	09/01/11
(11)	275 SHS VANGUARD INDEX SMALL-CAP ETF	P	05/22/08	12/16/11
(12)	50 SHS VANGUARD INDEX SMALL-CAP ETF	P	05/22/08	02/27/12
(13)	250 SHS VANGUARD INDEX SMALL-CAP ETF	P	05/22/08	04/26/12
(14)	150 SHS VERIZON COMMUNICATIONS INC.	P	04/14/97	08/04/11
(15)	175 SHS WATERS CORP.	P	11/07/08	03/29/14

	(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)
(1)	8,037		6,961	1,076
(2)	6,665		5,384	1,281
(3)	9,436		4,076	5,360
(4)	4,048		1,359	2,689
(5)	4,681		5,190	-509
(6)	10,564		11,251	-687
(7)	19,624		20,628	-1,004
(8)	4,005		3,750	255
(9)	19,770		18,739	1,031
(10)	10,084		10,078	6
(11)	19,019		18,472	547
(12)	3,882		3,359	523
(13)	18,927		16,793	2,134
(14)	5,369		1,489	3,880
(15)	16,330		6,544	9,786

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				1,076
(2)				1,281
(3)				5,360
(4)				2,689
(5)				-509
(6)				-687
(7)				-1,004
(8)				255
(9)				1,031
(10)				6
(11)				547
(12)				523
(13)				2,134
(14)				3,880
(15)				9,786

50520 11/08/2012

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2011, or tax year beginning 07/01/11 , and ending 06/30/12 | **2011**

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	150 SHS WELLS FARGO & CO.	P	06/15/11	04/26/12
(2)	L-T CAPITAL GAIN DISTRIBUTION			
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	4,900		4,014	886
(2)	520			520
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				886
(2)				520
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PS COMMODITY-INTEREST	$ 37	$ 37	$ 37
PS COMMODITY-LT CAPITAL G/L	567	567	567
PS COMMODITY-SEC. 1256 C&S	434	434	434
MISC. INCOME	19		19
AMOS INV. CORP-ORDINARY INC.	-1,402		-1,402
AMOS INV. CORP-RENTAL INC.	4,925		4,925
AMOS INV. CORP-DIVIDENDS	949		949
AMOS INV. CORP-ST CAPITAL G/L	1,201		1,201
AMOS INV. CORP-LT CAPITAL G/L	2,245		2,245
AMOS INV. CORP-INTERST INCOME	275		275
PS COMMODITY-ST CAPITAL G/L	-270		-270
TOTAL	$ 8,980	$ 1,038	$ 8,980

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 6,630	$	$	$
TOTAL	$ 6,630	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	$ 15,454	$ 15,454	$	$
TOTAL	$ 15,454	$ 15,454	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAXES	$ 852	$	$	$
INDIANA EXCISE TAXES	72			
FEDERAL UNRELATED INCOME TAXES	257			
TOTAL	$ 1,181	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
PORTFOLIO DEDUCTIONS	490	490		
TOTAL	$ 490	$ 490	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
550 EXXON-MOBIL	$ 5,279	$ 5,279	COST	$ 47,064
450 VERIZON COMMUNICATIONS INC.	4,468	4,468	COST	19,998
150 VERIZON COMMUNICATIONS INC.	1,490		COST	
300 GENERAL ELECTRIC	10,833	10,833	COST	6,252
1941 AMOS INVESTMENT CORPORATION	614,401	622,594	COST	622,594
650 ABBOTT LABORATORIES	30,194	30,194	COST	41,906
100 ABBOTT LABORATORIES	4,645		COST	
500 CISCO SYSTEMS INC.	9,098	9,098	COST	8,585
500 WALT DISNEY CO.	14,155	14,155	COST	24,250
300 GENERAL ELECTRIC CO.	10,831	10,831	COST	6,252
90 IBM CORP.	8,300	8,300	COST	17,602
60 IBM CORP.	5,533		COST	
880 MICROSOFT CORP.	22,342	22,342	COST	26,919
320 MICROSOFT CORP.	8,124		COST	
450 PEPSICO INC.	24,332	24,332	COST	31,797
400 PROCTOR & GAMBLE	21,533	21,533	COST	24,500
200 PROCTOR & GAMBLE	12,344		COST	
600 GENERAL ELECTRIC	21,456	21,456	COST	12,504
700 JOHNSON & JOHNSON	45,017	45,017	COST	47,292
200 JOHNSON & JOHNSON	12,862		COST	
270 MICROSOFT CORP.	7,868	7,868	COST	8,259
925 PROGRESSIVE CORP.	21,515	21,515	COST	19,268
325 BERKSHIRE HATHAWAY	23,503	23,503	COST	27,082
950 CISCO SYSTEMS INC.	25,126	25,126	COST	16,312
400 HOME DEPOT	15,364		COST	
1050 US BANCORP	36,330	36,330	COST	33,768
150 US BANCORP	5,190		COST	
650 CVS CAREMARK CORP.	23,569	23,569	COST	30,375
450 CVS CAREMARK CORP.	16,317		COST	
300 COMCAST CORP.	8,358	8,358	COST	9,591
250 WALT DISNEY CO.	8,645	8,645	COST	12,125
750 JPMORGAN CHASE & CO.	37,612	37,612	COST	26,797
150 JPMORGAN CHASE & CO.	7,522		COST	
1150 MATTEL INC.	25,724	25,724	COST	37,306
250 MATTEL INC.	5,592		COST	
650 TYCO INTL. LTD.	28,665	28,665	COST	34,352
450 TJX COMPANIES	6,113	6,113	COST	19,319

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
250 TJX COMPANIES	$ 5,434	$	COST	$
550 TE CONNECTIVITY LTD.	20,026	20,026	COST	17,550
1200 DELL INC.	25,272	25,272	COST	15,012
600 DELL INC.	12,636		COST	
600 COMCAST CORP.	10,782	10,782	COST	19,182
700 HOME DEPOT INC.	19,914	19,914	COST	37,093
100 HOME DEPOT INC.	2,844		COST	
450 OMNICOM GROUP INC.	20,493	20,493	COST	21,870
3800 VANGUARD EURO PACIFIC FUND	180,500	180,500	COST	119,966
25 VANGUARD MID CAP FUND	1,872	1,872	COST	1,930
725 VANGUARD MID CAP FUND	54,368		COST	
725 VANGUARD SMALL CAP FUND	48,702		COST	
650 KRAFT FOODS INC.	10,346	10,346	COST	13,517
300 KRAFT FOODS INC.	8,868		COST	
300 VANGUARD EMERGING MARKETS	13,339	13,339	COST	11,979
225 VANGUARD MID CAP FUND	15,075	15,075	COST	17,370
250 VANGUARD SMALL CAP FUND	15,747	15,747	COST	19,010
175 WATERS CORP.	6,544		COST	
400 VANGUARD EMERGING MARKETS	10,340	10,340	COST	15,972
200 VANGUARD MID CAP FUND	8,422	8,422	COST	15,440
200 VANGUARD SMALL CAP FUND	7,920	7,920	COST	15,208
150 BERKSHIRE HATHAWAY	9,960	9,960	COST	12,500
350 KRAFT FOODS INC.	10,132	10,132	COST	13,517
100 CHEVRON CORP.	7,797	7,797	COST	10,550
200 CHEVRON CORP.	15,417	15,417	COST	21,100
525 VANGUARD INDEX REIT	22,286	22,286	COST	34,351
1897.532 ROYCE TOTAL RETURN #267	20,000	20,000	COST	24,915
1001.502 ARTISAN INTL. FUND #661	20,000	20,000	COST	21,923
621.311 DODGE & COX INTL. FUND	20,000	20,000	COST	18,770
636.943 GOLDMAN SACHS MID CAP VALUE	20,000	20,000	COST	23,032
2000 POWERSHARES DB COMMODITY	53,849	54,127	COST	51,500
1375 PFIZER INC.	21,214	21,214	COST	31,625
550 WAL-MART STORES INC.	28,319	28,319	COST	38,346
3,629.764 PIMCO TOTAL RETURN FD #35	40,000		COST	
1,285.347 T. ROWE PRICE EMERGING MKT	40,000	40,000	COST	38,226
325 NORTHERN TRUST CO.	16,146	16,146	COST	14,957
688.073 ARTISAN FUNDS INTL. # 661	15,000	15,000	COST	15,062

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
422.416 DODGE & COX INTL. FUND	$ 15,000	$ 15,000	COST	$ 12,762
100 JPMORGAN CHASE	4,664	4,664	COST	3,572
50 NORTHERN TRUST CO.	2,603	2,603	COST	2,300
500 CISCO SYSTEMS INC.	8,735	8,735	COST	8,585
800 WELLS FARGO & CO.	21,408	21,408	COST	26,752
150 WELLS FARGO & CO.	4,014		COST	
326.645 ARTISAN INTL. FUND #661		7,000	COST	7,150
315.657 DODGE & COX INTL. STOCK FUND		10,000	COST	9,535
2560.819 GOLDMAN SACHS SATELLITE STR		20,000	COST	19,770
5412.72 GOLDMAN SACHS SATELLITE STR		40,000	COST	41,786
1277.139 GOLDMAN SACH SATELLITE STR		10,000	COST	9,859
315.159 T. ROWE PRICE INTL. EMERGING		10,000	COST	9,373
2000 STAPLES INC.		30,640	COST	26,100
250 3M CO.		20,000	COST	22,400
100 VANGUARD INTL. EMERGING MARKETS		4,824	COST	3,993
TOTAL	$ 2,106,238	$ 1,988,780		$ 2,127,479

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
40,000 FEDERAL HOME LOAN MORTGAGE	$ 39,823	$ 39,823	COST	$ 40,074
40,000 BANK OF AMERICA	39,624	39,624	COST	41,730
40,000 GOLDMAN SACHS GROUP	39,388	39,388	COST	41,205
45,000 MERCK & CO. 4.375%	46,238	46,238	COST	46,090
40,000 WAL-MART 4.55%	41,102	41,102	COST	41,359
40,000 FEDERAL HOME LOAN BANK 2.875%	40,116	40,116	COST	42,656
20,000 FEDERAL FARM CREDIT 3.9%	20,613	20,613	COST	22,805
20,000 FEDERAL HOME LOAN BANK 3.125%	20,249	20,249	COST	22,151
2,185.315 WELLS FARGO INTL. BOND		25,000	COST	24,585
3,629.764 PIMCO F TOTAL RETURN #35		40,000	COST	41,016
2,323.42 PIMCO EMERGING BOND FUND		25,000	COST	24,419
TOTAL	$ 287,153	$ 377,153		$ 388,090

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACC INTEREST PURCHASED, NOT RECEIVED	$ 4,128	$ 5,226	$
TOTAL	$ 4,128	$ 5,226	$ 0

Statement 9 - Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
CHERYL CONOVER STROUD - OWNS 10.58% OF AMOS INVESTMENT CORP.	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NONE

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
BARTH. CNTY HUMANE SOCIEY COLUMBUS IN 47201	NONE	4110 EAST 200 SOUTH PUBLIC	CHARITABLE	8,500
BARTHOLOMEW CNTY SHERIFF COLUMBUS IN 47201	NONE	543 2ND STREET PUBLIC	CHARITABLE	3,000
COLUMBUS FIREMEN CHEER FD COLUMBUS IN 47201	NONE	1101 JACKSON STREET PUBLIC	CHARITABLE	2,000
CUB SCOUT PACK #209 EDINBURGH IN 46124	NONE	911 ROOSEVELT AVE. PUBLIC	CHARITABLE	500
ECUMENICAL ASSEMBLY COLUMBUS IN 47202	NONE	P.O. BOX 1421 PUBLIC	CHARITABLE	4,000
EDINBURGH BOY SCOUT TROOP EDINBURGH IN 46124	NONE	405 N. WALNUT STREET PUBLIC	CHARITABLE	500
EDINBURGH DOLLARS FOR SCH EDINBURGH IN 46124	NONE	P.O. BOX 305 PUBLIC	CHARITABLE	2,000
EDINBURGH HIGH SCHOOL EDINBURGH IN 46124	NONE	300 S. KEELEY ST. PUBLIC	CHARITABLE	5,000
EDINBURGH PUBLIC LIBRARY EDINBURGH IN 46124	NONE	119 W. MAIN CROSS ST. PUBLIC	CHARITABLE	1,500
FOP - SHOP WITH A COP COLUMBUS IN 47201	NONE	543 SECOND STREET PUBLIC	CHARITABLE	2,000
FRANKLIN SYMPHONIC COUNCI FRANKLIN IN 46131	NONE	P.O. BOX 988 PUBLIC	CHARITABLE	2,000
FREEDOM FROM RELIGION FOU MADISON WI 53701	NONE	P.O. BOX 750 PUBLIC	CHARITABLE	1,000
GIRL SCOUTS OF CENTRAL INDIANA INDIANAPOLIS IN 46214	NONE	2611 WATERFRONT PKWY E DR PUBLIC	CHARITABLE	2,000
HABITAT FOR HUMANITY FRANKLIN IN 46131	NONE	98 S. EDWARDS PUBLIC	CHARITABLE	10,000
HOSPICE OF SOUTH CENTRAL COLUMBUS IN 47201	NONE	2626 E. 17TH STREET PUBLIC	CHARITABLE	3,000
INDIANA LANDMARKS FDN. INDIANAPOLIS IN 46202	NONE	1201 CENTRAL AVE. PUBLIC	CHARITABLE	21,000
JOHNSON CNTY HISTORICAL S FRANKLIN IN 46131	NONE	135 N. MAIN STREET PUBLIC	CHARITABLE	10,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
JOHNSON CNTY HUMANE SOCIE FRANKLIN IN 46131	NONE	3827 NORTH 225 EAST PUBLIC	CHARITABLE	7,500
JOHNSON COUNTY HEALTH FOU FRANKLIN IN 46131	NONE	P.O. BOX 549 PUBLIC	CHARITABLE	2,000
KAPPA KAPPA KAPPA INC. EDINBURGH IN 46124	NONE	618 MEMORIAL DRIVE PUBLIC	CHARITABLE	3,000
NEW SONG MISSION NASHVILLE IN 47448	NONE	P.O. BOX 488 PUBLIC	CHARITABLE	5,000
PLANNED PARENTHOOD INDIANPOLIS IN 46206	NONE	200 S. MERIDIAN ST. PUBLIC	CHARITABLE	1,000
SALVATION ARMY INDIANAPOLIS IN 46208	NONE	3100 NORTH MERIDIAN PUBLIC	CHARITABLE	2,000
SOCIETY FOR PROGRESSIVE S HUNT VALLEY MD 21031	NONE	11350 MCCORMICK RD SUITE PUBLIC	CHARITABLE	4,000
TURNING POINT COLUMBUS IN 47201	NONE	745 WASHINGTON ST. PUBLIC	CHARITABLE	3,000
UNITED WAY OF JOHNSON COU FRANKLIN IN 46131	NONE	2525 N. MORTON STREET PUBLIC	CHARITABLE	4,000
USO OF INDIANA INDIANAPOLIS IN 46244	NONE	P.O. BOX 441160 PUBLIC	CHARITABLE	2,000
MILL RACE CENTER INC. COLUMBUS IN 47201	NONE	900 LINDSEY STREET PUBLIC	CHARITABLE	1,000
EDINBURGH MINISTERIAL ASSOCATION EDINBURGH IN 46124	NONE	P.O. BOX 83 PUBLIC	CHARITABLE	3,000
JOHNSON COUNTY 4-H COUNCIL FRANKLIN IN 46131	NONE	80 S. JACKSON ST. PUBLIC	CHARITABLE	1,500
EASTSIDE ELEMENTARY CLOTHE-A-CHILD EDINBURGH IN 46124	NONE	810 E. MAIN CROSS ST. PUBLIC	CHARITABLE	3,000
EASTSIDE ELEMENTARY - LEARNING CTR EDINBURGH IN 46124	NONE	810 E. MAIN CROSS ST. PUBLIC	CHARITABLE	3,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				123,000

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Statement 11 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
MISC. INCOME		$	1	$ 19	$
AMOS INV. CORP-ORDINARY INC	531390	-1,402			
AMOS INV. CORP-RENTAL INC.	531190	4,925			
AMOS INV. CORP-DIVIDENDS	523000	949			
AMOS INV. CORP-ST CAPITAL G	523000	1,201			
AMOS INV. CORP-LT CAPITAL G	523000	2,245			
AMOS INV. CORP-INTERST INCO	523000	275			
PS COMMODITY-ST CAPITAL G/L			18	-270	
TOTAL		$ 8,193		$ -251	$ 0

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
INTEREST INCOME	$ 13,744		14	IN	
TOTAL	$ 13,744				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
ORDINARY DIVIDENDS	$ 36,229		14	IN	
TOTAL	$ 36,229				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
PS COMMODITY-INTEREST	$ 37		14	IN
PS COMMODITY-LT CAPITAL G/L	567		18	IN
PS COMMODITY-SEC. 1256 C&S	434		18	IN
TOTAL	$ 1,038			