




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  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 <div> <div>2011</div> <div>Open to Public Inspection</div> </div>
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012		D Employer identification number 43-1262768	
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending		E Telephone number (816) 271-6611	
C Name of organization Heartland Foundation		G Gross receipts \$ 5,460,224	
Doing Business As			
Number and street (or P O box if mail is not delivered to street address) Room/suite 5325 FARAON			
City or town, state or country, and ZIP + 4 St Joseph, MO 64506			
F Name and address of principal officer JOHN P WILSON 5325 Faraon ST JOSEPH, MO 64506		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶	
J Website: ▶ N/A			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1982	M State of legal domicile MO

Part I	Summary
---------------	----------------

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE ORGANIZATION HAS A VISION TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES THE ORGANIZATION'S MISSION IS TO EMPOWER CHILDREN AND ADULTS TO IMPROVE THEIR HEALTH AND QUALITY OF LIFE		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	21
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	20
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	24
	6 Total number of volunteers (estimate if necessary)	6	100
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	3,739,011	4,085,492
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	593,677	879,449
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	30,060	28,815
		4,362,748	4,993,756
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,408,409	966,684
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	880,266	899,716
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <input checked="" type="checkbox"/> 260,498		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	774,000	899,411
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	3,062,675	2,765,811
	19 Revenue less expenses Subtract line 18 from line 12	1,300,073	2,227,945
	Net Assets or Fund Balances		Beginning of Current Year
20 Total assets (Part X, line 16)		23,495,234	25,536,623
21 Total liabilities (Part X, line 26)		1,799,814	1,772,894
22 Net assets or fund balances Subtract line 21 from line 20		21,695,420	23,763,729

Part II	Signature Block
----------------	------------------------

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer			2013-05-15 Date	
	JOHN P WILSON CHIEF FINANCIAL OFFICER Type or print name and title				
Paid Preparer's Use Only	Preparer's signature	Michael J Engle	Date	Check if self-employed <input checked="checked" type="checkbox"/>	Preparer's taxpayer identification number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	BKD LLP 1201 Walnut Suite 1700 Kansas City, MO 641062246			EIN
					Phone no (816) 221-6300

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

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐ Yes ☒ No

1

Briefly describe the organization's mission

SEE SCHEDULE O

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 2,013,194 including grants of \$ 966,684) (Revenue \$)

SEE SCHEDULE O

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)



















(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses \$ 2,013,194

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A. 	1	Yes
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	Yes
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	11a	Yes
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. 	11b	No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. 	11c	No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. 	11e	Yes
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X. 	11f	Yes
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12a	Yes
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I 	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18	Yes
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			Yes	No
Check if Schedule O contains a response to any question in this Part V				
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a16		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements filed for the calendar year ending with or within the year covered by this return.	2a24		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a		No
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	Organizations that may receive deductible contributions under section 170(c).	7a	Yes	
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c		No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d	If "Yes," indicate the number of Forms 8282 filed during the year.			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9	Sponsoring organizations maintaining donor advised funds.	9a		
a	Did the organization make any taxable distributions under section 4966?	9b		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			
10	Section 501(c)(7) organizations. Enter	10a		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10b		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.			
11	Section 501(c)(12) organizations. Enter	11a		
a	Gross income from members or shareholders.	11b		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13b		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13c		
c	Enter the aggregate amount of reserves on hand.			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a21		
b	Enter the number of voting members included in line 1a, above, who are independent	1b20		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b		No
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> MO
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <input checked="" type="checkbox"/> JOHN P WILSON 5325 FARAON St Joseph, MO 64506 (816) 271-6611

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and current key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's current key employees, if any See instructions for definition of "key employee "
- List the organization's five current highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's former officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors , institutional trustees , officers , key employees , highest compensated employees , and former such persons

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARK LANEY MD PRESIDENT, CHIEF EXECUTIVE OFF	1 0	X		X				0	833,954	144,469
(2) ROBERT BLAIR DIRECTOR	1 0	X						0	0	0
(3) CAROL BURNS DIRECTOR	1 0	X						0	0	0
(4) GARY CLAPP DIRECTOR	1 0	X						0	0	0
(5) JEANNE DAFFRON DIRECTOR	1 0	X						0	0	0
(6) SHARON EVERS DIRECTOR	1 0	X						0	0	0
(7) JO EYBERG DIRECTOR	1 0	X						0	0	0
(8) ANDREA FISCHER DIRECTOR	1 0	X						0	0	0
(9) LINDA GRAY SMITH DIRECTOR	1 0	X						0	0	0
(10) BILL GRIMWOOD DIRECTOR	1 0	X						0	0	0
(11) CINDY HEIDER PHD DIRECTOR	1 0	X						0	0	0
(12) JOSEPH HOUTS JR DIRECTOR	1 0	X						0	0	0
(13) JOHN JASINSKI PHD DIRECTOR	1 0	X						0	0	0
(14) STEVE JOHNSTON DIRECTOR	1 0	X						0	0	0
(15) TIM KELLEY DIRECTOR	1 0	X						0	0	0
(16) LARRY KOCH DIRECTOR	1 0	X						0	0	0
(17) KATHY KUNKEL DIRECTOR	1 0	X						0	0	0

Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) NEIL NUTTALL PHD DIRECTOR	1 0	X						0	0	0
(19) R MICHAEL POLAND DIRECTOR	1 0	X						0	0	0
(20) MELODY SMITH DIRECTOR	1 0	X						0	0	0
(21) ROBERT LEE STANTON DIRECTOR	1 0	X						0	0	0
(22) DAVID WALTERMATH DIRECTOR	1 0	X						0	0	0
(23) PAM YOUNG DIRECTOR	1 0	X						0	0	0
(24) JUDY SABBERT CHIEF OPERATING OFFICER	60 0			X				208,983	41,892	49,415
(25) JOHN P WILSON OFFICER	1 0			X				0	540,435	85,973
(26) DOUGLAS BRANDT OFFICER	1 0			X				0	274,400	74,175
(27) KAREN DITTEMORE OFFICER	1 0			X				0	64,942	12,228
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								208,983	1,755,623	366,260

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶2

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶0

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	43,146			
	d	Related organizations	1d	1,900,943			
	e	Government grants (contributions)	1e	104,887			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	2,036,516			
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f		4,085,492			
Program Service Revenue	2a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		581,882		
4		Income from investment of tax-exempt bond proceeds . . .		0			
5		Royalties		0			
6a		Gross rents	(i) Real 37,096	(ii) Personal			
b		Less rental expenses					
c		Rental income or (loss)	37,096				
d		Net rental income or (loss)			37,096		37,096
7a		Gross amount from sales of assets other than inventory	(i) Securities 742,810	(ii) Other			
b		Less cost or other basis and sales expenses	445,243				
c		Gain or (loss)	297,567				
d		Net gain or (loss)			297,567		297,567
8a		Gross income from fundraising events (not including \$ 43,146 of contributions reported on line 1c) See Part IV, line 18					
			a	12,944			
b		Less direct expenses	b	21,225			
c		Net income or (loss) from fundraising events . . .			-8,281		-8,281
9a		Gross income from gaming activities See Part IV, line 19					
			a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . . .			0		
10a		Gross sales of inventory, less returns and allowances					
			a				
b	Less cost of goods sold	b					
c	Net income or (loss) from sales of inventory . . .			0			
	Miscellaneous Revenue	Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d			0			
12	Total revenue. See Instructions			4,993,756			908,264

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	824,978	824,978		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	141,706	141,706		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	208,339		166,671	41,668
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	478,634	202,096	118,447	158,091
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	49,547	14,352	24,905	10,290
9	Other employee benefits	116,843	36,451	62,467	17,925
10	Payroll taxes	46,353	15,239	17,656	13,459
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	2,161		2,161	
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	186,094	130,663	41,944	13,486
12	Advertising and promotion	6,575	5,299		1,276
13	Office expenses	214,323	185,441	24,947	3,935
14	Information technology	80	80		
15	Royalties	0			
16	Occupancy	38,810	31,546	7,264	
17	Travel	26,676	8,205	18,103	368
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	15,546	12,948	2,598	
20	Interest	480		480	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	391,682	391,682		
23	Insurance	0			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	REPAIRS & MAINTENANCE	16,984	12,508	4,476	
b					
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	2,765,811	2,013,194	492,119	260,498
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			131,223	1	689,105
	2	Savings and temporary cash investments			64,828	2	356,932
	3	Pledges and grants receivable, net			141	3	436,391
	4	Accounts receivable, net			0	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			0	6	0
	7	Notes and loans receivable, net			0	7	0
	8	Inventories for sale or use			0	8	0
	9	Prepaid expenses and deferred charges			0	9	0
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	6,613,284			
	b	Less: accumulated depreciation	10b	2,294,583	4,710,384	10c	4,318,701
	11	Investments—publicly traded securities			18,483,904	11	19,625,574
	12	Investments—other securities. See Part IV, line 11			0	12	0
	13	Investments—program-related. See Part IV, line 11			0	13	0
	14	Intangible assets			0	14	0
	15	Other assets. See Part IV, line 11			104,754	15	109,920
	16	Total assets. Add lines 1 through 15 (must equal line 34)			23,495,234	16	25,536,623
Liabilities	17	Accounts payable and accrued expenses			120,048	17	144,999
	18	Grants payable			0	18	0
	19	Deferred revenue			0	19	0
	20	Tax-exempt bond liabilities			0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			0	22	0
	23	Secured mortgages and notes payable to unrelated third parties			303,205	23	247,434
	24	Unsecured notes and loans payable to unrelated third parties			0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			1,376,561	25	1,380,461
	26	Total liabilities. Add lines 17 through 25			1,799,814	26	1,772,894
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			6,964,392	27	8,336,646
	28	Temporarily restricted net assets			5,753,280	28	6,401,301
	29	Permanently restricted net assets			8,977,748	29	9,025,782
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			21,695,420	33	23,763,729
	34	Total liabilities and net assets/fund balances			23,495,234	34	25,536,623

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,993,756
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,765,811
3	Revenue less expenses Subtract line 2 from line 1	3	2,227,945
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,695,420
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-159,636
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	23,763,729

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☐

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury

Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization Heartland Foundation	Employer identification number 43-1262768
--	--

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	3,324,045	2,092,232	3,832,033	3,739,011	4,085,492	17,072,813
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	3,324,045	2,092,232	3,832,033	3,739,011	4,085,492	17,072,813
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						836,581
6 Public Support. Subtract line 5 from line 4						16,236,232

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	3,324,045	2,092,232	3,832,033	3,739,011	4,085,492	17,072,813
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	473,698	463,598	515,256	562,008	618,978	2,633,538
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						19,706,351
12 Gross receipts from related activities, etc (See instructions)					12	95,363
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	82 391 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	87 380 %
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage			
15	Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18	Investment income percentage from 2010 Schedule A, Part III, line 17	18	
19a	33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		
b	33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		
20	Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions		

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4

Number of states where property subject to conservation easement is located ► _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

► \$ _____

(ii) Assets included in Form 990, Part X

► \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2011

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐

Public exhibition

d

☐

Loan or exchange programs

b

☐

Scholarly research

e

☐

Other

c

☐

Preservation for future generations

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance	9,935,033	7,657,004	6,305,907	6,951,371
b	Contributions	885,983	1,895,701	1,391,146	12,221
c	Investment earnings or losses	386,526	1,113,768	661,987	-216,876
d	Grants or scholarships	0	0	0	0
e	Other expenditures for facilities and programs	752,596	723,612	695,666	433,992
f	Administrative expenses	7,584	7,828	6,370	6,817
g	End of year balance	10,447,362	9,935,033	7,657,004	6,305,907

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 2 335 %

b

Permanent endowment ▶ 86 393 %

c

Term endowment ▶ 11 272 %

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

No

(ii) related organizations

3a(ii)

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		153,750		153,750
b Buildings		5,309,730	1,746,525	3,563,205
c Leasehold improvements		14,795	8,727	6,068
d Equipment		97,375	85,485	11,890
e Other		1,037,634	453,846	583,788
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				4,318,701

Schedule D (Form 990) 2011

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	4,993,756
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,765,811
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	2,227,945
4	Net unrealized gains (losses) on investments	4	-159,636
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-159,636
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	2,068,309

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	4,855,345
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-159,636
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	21,225
e	Add lines 2a through 2d	2e	-138,411
3	Subtract line 2e from line 1	3	4,993,756
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	4,993,756

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	2,787,036
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	21,225
e	Add lines 2a through 2d	2e	21,225
3	Subtract line 2e from line 1	3	2,765,811
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	2,765,811

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
INTENDED USE OF ENDOWMENT FUNDS	SCHEDULE D, PART V, LINE 4	THE ORGANIZATION'S INTENDED USE OF THE ENDOWMENT FUNDS IS TO PROMOTE PROGRAMS DEDICATED TO EMPOWERING CHILDREN AND ADULTS TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES
UNCERTAIN TAX POSITIONS DISCLOSURE	SCHEDULE D, PART X, LINE 2	MANAGEMENT HAS EVALUATED THEIR INCOME TAX POSITIONS UNDER THE GUIDANCE INCLUDED IN ASC 740. BASED ON THEIR REVIEW, MANAGEMENT HAS NOT IDENTIFIED ANY MATERIAL UNCERTAIN TAX POSITIONS TO BE RECORDED OR DISCLOSED IN THE FINANCIAL STATEMENTS
RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS	SCHEDULE D, PART XII, LINE 2D	FUNDRAISING EVENT EXPENSES \$ 21,225
RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS	SCHEDULE D, PART XIII, LINE 2D	FUNDRAISING EVENT EXPENSES \$ 21,225

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a

☐

Mail solicitations

b

☐

Internet and e-mail solicitations

c

☐

Phone solicitations

d

☐

In-person solicitations

e

☐

Solicitation of non-government grants

f

☐

Solicitation of government grants

g

☐

Special fundraising events

2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes

☐ No

b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ▶						

3

List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events.

Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		CATTLE BARON'S (event type)	(event type)	0 (total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts	56,090		56,090
	2	Less Charitable contributions	43,146		43,146
	3	Gross income (line 1 minus line 2)	12,944		12,944
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs			
	7	Food and beverages	15,590		15,590
	8	Entertainment	1,000		1,000
	9	Other direct expenses	4,635		4,635
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			(21,225)
	11	Net income summary Combine lines 3 and 10 in column (d). ▶			-8,281

Part III Gaming.

Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					()
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶					

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

- 11

Does the organization operate gaming activities with nonmembers?

Yes

No
- 12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes

No

13

Indicate the percentage of gaming activity operated in

a	The organization's facility	13a
b	An outside facility	13b

14

Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

Yes

No

b

If "Yes," enter the amount of gaming revenue received by the organization \$ and the amount of gaming revenue retained by the third party \$

c

If "Yes," enter name and address

Name

Address

16

Gaming manager information

Name

Gaming manager compensation \$

Description of services provided

Director/officer

Employee

Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

Yes

No

b

Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$

Part IV

Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
------------	-----------------	-------------

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
Heartland Foundation

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number

43-1262768

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

18

3

Enter total number of other organizations listed in the line 1 table ▶

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) CRISIS GRANTS	90	70,926			
(2) SCHOLARSHIPS	104	82,600			
(3) MISSION GRANTS	1	8,000			

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
MONITORING THE USE OF GRANT FUNDS	SCHEDULE I, PART I, LINE 2	THE ORGANIZATION IS COMMITTED TO THE DEVELOPMENT OF A HEALTHY COMMUNITY WHICH INCLUDES THE HEALTH OF INDIVIDUALS, AN ADEQUATE NUMBER OF JOBS FOR THE WORKFORCE AND SUCCESSFUL BUSINESSES TO BOOST THE LOCAL ECONOMY GRANTS ARE PROVIDED TO LOCAL GROUPS THAT ACHIEVE THESE OBJECTIVES GENERALLY, RECIPIENT ORGANIZATIONS REPORT BACK TO HEARTLAND FOUNDATION HOW THE GRANT FUNDS WERE USED

Software ID:
Software Version:
EIN: 43-1262768
Name: Heartland Foundation

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AREA SCHOOLS AND YOUTH ORGANIZATIONS518 S 6TH ST JOSEPH, MO 64501	43-1262768	501(C)(3)	100,000				JUMP STARTERS
HEALTHY COMMUNITIES518 S 6TH ST JOSEPH, MO 64501	43-1262768	501(C)(3)	100,000				SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HEALTHY PARTNERSHIPS518 S 6TH ST JOSEPH, MO 64501	43-1262768	501(C)(3)	35,000				SUPPORT
PROJECT FIT SCHOOLS518 S 6TH ST JOSEPH, MO 64501	43-1262768	501(C)(3)	30,000				PROJECT FIT SITES

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PONY EXPRESS NATIONAL MUSEUM914 PENN ST JOSEPH, MO 64501	43-1567246	501(C)(3)	15,000				SCHOLARSHIPS
KANSAS STATE UNIVERSITY102 ANDERSON HALL MANHATTAN, KS 66506	48-0771751	GOVERNMENT	31,857				SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TRAILS WEST118 S 8TH ST ST JOSEPH, MO 64501	43-0810827	501(C)(3)	15,000				SUPPORT
ALLIED ARTS FUND118 S 8TH ST JOSEPH, MO 64501	43-0810827	501(C)(3)	10,000				SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN CANCER SOCIETY1100 PENNSYLVANIA AVE KC,MO 64105	74-1185665	501(C)(3)	10,000				SUPPORT
INSTITUTE FOR INDUSTRIAL AND APPLIED LIFE SCIENCES4221 MITCHELL AVE ST JOSEPH,MO 64507	20-1215246	501(C)(3)	10,000				SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
STJDC CHARITABLE TRUST3003 FREDERICK AVE ST JOSEPH, MO 64506	43-1524243	501(C)(3)	10,000				SUPPORT
ALBRECHT ART MUSEUM2818 FREDERICK AVE ST JOSEPH, MO 64506	43-1855334	501(C)(3)	10,000				ART PROGRAMS

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YMCA 315 SO 6TH ST JOSEPH, MO 64501	44-0552491	501(C)(3)	100,000				SUPPORT
NOYES HOME FOR CHILDREN 801 N BOYES BLVD ST JOSEPH, MO 64506	44-0563788	501(C)(3)	125,000				SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FRIENDS OF THE PARK1920 GRAND AVE ST JOSEPH,MO 64505	20-8175921	501(C)(3)	50,000				ELEVATED TRACK
COMMUNITY FOUNDATION OF NORTHWEST MISSOURI1014 W ST MAARTENS DRIVE ST JOESPH,MO 64506	27-0436182	501(C)(3)	15,000				SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KAISER INSTITUTE 5325 FARAON ST JOSEPH, MO 64506		501(C)(3)	6,983				SUPPORT
CHILDREN'S ADVOCACY CENTER1807 N WOODBINE ST JOSEPH, MO 64506	43- 1910148	501(C)(3)	25,000				SUPPORT

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
1b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:		
4a	Receive a severance payment or change-of-control payment?		No
4b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
4c	Participate in, or receive payment from, an equity-based compensation arrangement?		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
5a	The organization?		No
5b	Any related organization?		No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
6a	The organization?		No
6b	Any related organization?		No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

Schedule J (Form 990) 2011

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
COMPENSATION PAID BY A RELATED ORGANIZATION	FORM 990, PART VII, & SCHEDULE J, PART II	FOR DR. MARK LANEY, JOHN P. WILSON, DOUGLAS BRANDT AND KAREN DITTEMORE THE COMPENSATION IS PROVIDED BY HEARTLAND REGIONAL MEDICAL CENTER, A RELATED ENTITY, FOR SERVICES TO ALL HEARTLAND ENTITIES INCLUDED IN THE DEFERRED COMPENSATION ARE EMPLOYER CONTRIBUTIONS INTO QUALIFIED PLANS AND NON-QUALIFIED DEFERRED COMPENSATION PLANS THAT ARE SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE AND SEVERANCE THAT IS PROVIDED WITHIN THE EXECUTIVE'S EMPLOYMENT AGREEMENT THAT MAY NEVER BE PAID.
METHODS USED TO ESTABLISH COMPENSATION	SCHEDULE J, PART I, LINE 3	COMPENSATION IS ESTABLISHED BY HEARTLAND HEALTH, A RELATED ENTITY, USING THE FOLLOWING: A. COMPENSATION COMMITTEE B. INDEPENDENT COMPENSATION CONSULTANT C. WRITTEN EMPLOYMENT CONTRACT D. COMPENSATION SURVEY OR STUDY E. APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE.
SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	SCHEDULE J, PART I, LINE 4B	ACCRUED 6/30/12 ----- JOHN WILSON 75,227 DOUGLAS BRANDT 46,152 MARK LANEY, MD 116,634 JUDY SABBERT 20,840 MARK LANEY, MD, JOHN P. WILSON AND DOUGLAS BRANDT ARE EMPLOYEES OF HEARTLAND REGIONAL MEDICAL CENTER. THEIR DUTIES INCLUDE FULFILLING THE POSITIONS OF PRESIDENT, SECRETARY/TREASURER AND ASSISTANT TREASURER, RESPECTIVELY, FOR HEARTLAND FOUNDATION. THOSE LISTED ABOVE HAVE SIGNED SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS WHICH RECOGNIZE THE VALUE OF THE INDIVIDUAL AND THE MUTUAL BENEFIT OF CONTINUED EMPLOYMENT FOR AN EXTENDED PERIOD OF TIME BY ESTABLISHING A 457(f) PLAN. THE PLAN IS FUNDED YEARLY AS THE RESULT OF A CALCULATION DESCRIBED IN THE AGREEMENT WHICH WILL REWARD THE INDIVIDUALS WITH 100% VESTING AT NORMAL RETIREMENT AGE OR UPON DEATH OR UPON SEPARATION FROM SERVICE DUE TO DISABILITY OR UPON INVOLUNTARY SEPARATION FROM SERVICE WITHOUT CAUSE, WITH LUMP SUM PAYMENT WITHIN 90 DAYS OF EACH SITUATION TAKING INTO CONSIDERATION A NON-COMPETE COVENANT. SEPARATION WITH CAUSE MAKES SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT NULL AND VOID.
COMPENSATION REPORTED IN PRIOR FORM 990	SCHEDULE J, PART II, COLUMN F	COMPENSATION IS REPORTED ON THE FORM 990 IN THE YEAR THAT THE COMPENSATION IS EARNED BY OR AWARDED TO AN INDIVIDUAL, EVEN IF THE COMPENSATION IS NOT PAID TO THE INDIVIDUAL, IS NOT FULLY VESTED, OR IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE. IF COMPENSATION IS EARNED OR AWARDED IN ONE YEAR BUT PAID IN A LATER YEAR, THEN THE COMPENSATION IS REPORTED A SECOND TIME ON THE FORM 990 IN THE YEAR THE COMPENSATION IS VESTED OR PAID TO THE INDIVIDUAL. IN THE EVENT OF RETIREMENT, ALL PREVIOUSLY ACCUMULATED BENEFITS ARE RECORDED IN THIS COLUMN, IN THE RETIREMENT YEAR AND REPRESENT ACCUMULATIONS DURING THE PERSON'S CAREER AT HEARTLAND.

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on

Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public

Inspection

Name of the organization Heartland Foundation	Employer identification number 43-1262768
--	--

Identifier	Return Reference	Explanation
ORGANIZATION'S MISSION	FORM 990, PART III, LINE 1	HEARTLAND FOUNDATION HAS A VISION TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES THE ORGANIZATION'S MISSION IS TO EMPOWER CHILDREN AND ADULTS TO IMPROVE THEIR HEALTH AND QUALITY OF LIFE THE ORGANIZATION SERVES AS A CATALYST TO BRING PEOPLE, FROM ALL WALKS OF LIFE, TOGETHER TO WORK WITH DIVERSE PARTNERS AND ALL SECTORS TO FIND NEW AND INNOVATIVE SOLUTIONS TO MAKE THE GREATEST DIFFERENCE FOR THE FUTURE OF CHILDREN, THEIR FAMILIES, AND OUR REGION

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	<p>HEARTLAND FOUNDATION HAS A VISION TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES. THE ORGANIZATION'S MISSION IS TO EMPOWER CHILDREN AND ADULTS TO IMPROVE THEIR HEALTH AND QUALITY OF LIFE. THROUGH VARIOUS PROGRAMS AND ACTIVITIES, THE ORGANIZATION DRAWS THE COMMUNITY TOGETHER TO FOCUS ON THE ISSUES AND SOLUTIONS FOR CREATING A BETTER, STRONGER COMMUNITY. SOME OF THE HIGH POINTS OF THOSE ACTIVITIES ARE:</p> <ul style="list-style-type: none">COMMUNITY TRANSFORMATION FORUMS - COMMUNITY TRANSFORMATION FORUMS ARE AN ESSENTIAL PIECE OF BUILDING COMMUNITY CONSENSUS IN DETERMINING KEY ISSUES AND OPPORTUNITIES FOR CHANGE, SUPPORTING CONTINUOUS IMPROVEMENT, AND NURTURING INVOLVEMENT IN THE DEVELOPMENT OF HEALTHY COMMUNITIES.FORUMS BRING CITIZENS TO THE TABLE WITH EMPHASIS ON THE FOLLOWING OUTCOMES:<ul style="list-style-type: none">- TO BROADEN THE UNDERSTANDING OF HEALTHY COMMUNITIES- TO SUPPORT THE DEVELOPMENT OF TRANSFORMATIONAL LEADERS BY CHANGING THE WAY CITIZENS THINK ABOUT THEIR COMMUNITIES AND OPPORTUNITIES FOR WORKING TOGETHER- TO ESTABLISH AN ONGOING PERSONAL COMMITMENT FOR CREATING HEALTHIER COMMUNITIES- TO STIMULATE ACTION ON THE PART OF CROSS-SECTORAL TEAMS TO INITIATE NEW, INNOVATIVE EFFORTS THAT WILL IMPACT THE HEALTH AND QUALITY OF LIFE OF A COMMUNITY- TO ACHIEVE MEASURABLE IMPROVEMENTS, DEFINE COMMUNITY AND HEALTH STATUS INDICATORS- TO PROVIDE A SELF-PERPETUATING MODEL AS A COMMUNITY-BUILDING STRATEGY.CULTURE OF CHARACTER - SELECTED AS ONE OF THE REGIONAL PRIORITIES BY THE HEALTHY COMMUNITIES REGIONAL INVESTOR COUNCIL, NORTHWEST MISSOURI REGIONAL CULTURE OF CHARACTER IS A COLLABORATIVE EFFORT OF SCHOOLS, BUSINESSES, INDUSTRIES, FAMILIES AND COMMUNITIES TO IMPROVE THE OVERALL CLIMATE OF OUR COMMUNITIES.CITIZENS OF NORTHWEST MISSOURI HAVE COLLABORATIVELY SELECTED 12 CHARACTER TRAITS THAT THEY ARE ESSENTIAL TO CREATING A CULTURE OF CHARACTER IN THIS REGION.THE NORTHWEST MISSOURI REGIONAL PROFESSIONAL DEVELOPMENT CENTER AND CHARACTERPLUS, ALONG WITH MANY BUSINESSES THROUGHOUT THE REGION, HAVE PARTNERED WITH PUBLIC SCHOOLS FOR THIS EXCITING INITIATIVE.SCHOLARSHIPS - STUDENTS FROM THROUGHOUT THE 30-COUNTY REGION ARE ELIGIBLE TO APPLY FOR FINANCIAL ASSISTANCE THROUGH A NUMBER OF SCHOLARSHIP PROGRAMS MANAGED BY HEARTLAND FOUNDATION:<ul style="list-style-type: none">- VELMA FLIES ANDERSON NURSING SCHOLARSHIP- HILLYARD TECHNICAL CENTER- DORIS HINES SCHOLARSHIP- JERRY MAKI SCHOLARSHIP- PATRICK L. NEWMAN MIC-O-SAY SCHOLARSHIP- MARY ANN REINERT NURSING SCHOLARSHIP- BILL AND MARY RUSSELL SCHOLARSHIP- MARY ALICE HARTIGAN SCHOLARSHIP.THINK AHEAD SUMMIT - THE THINK AHEAD SUMMIT IS AN ANNUAL EVENT DESIGNED TO CELEBRATE CITIZENS' EFFORTS TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES THROUGHOUT A 30-COUNTY REGION OF NORTHWEST MISSOURI AND BORDERING COUNTIES IN KANSAS, IOWA AND NEBRASKA. HOSTED BY HEARTLAND FOUNDATION AND THE HEALTHY COMMUNITIES INVESTORS, THE SUMMIT WELCOMES CITIZENS FROM ALL WALKS OF LIFE: STUDENTS, EDUCATORS, BUSINESS AND INDUSTRY, SOCIAL SERVICES AND AGRICULTURE.PAST MOTIVATIONAL SPEAKERS HAVE INCLUDED LEE KAISER, CULTURAL ANTHROPOLOGIST JENNIFER JAMES, U.S. SENATOR ELIZABETH DOLE, AUTHOR MARGARET WHEATLEY, CHICKEN SOUP FOR THE SOUL AUTHOR DAN CLARK, MT. EVEREST SUMMITTEER ALAN HOBSON, NATIONAL GEOGRAPHIC PHOTOGRAPHER DEWITT JONES, EDUCATOR CARL GLICKMAN, PERFORMANCE PSYCHOLOGIST DR. JIM LOEHR, BETTER TOGETHER AUTHOR ROBERT PUTNAM, NEXT GENERATION CONSULTANT REBECCA RYAN, SEARCH INSTITUTE PRESIDENT DR. PETER BENSON, ETHICS EXPERT PATRICK KUHSE, AND RUBY PAYNE, AUTHOR OF A FRAMEWORK FOR UNDERSTANDING POVERTY.THE 2010 SUMMIT FEATURED DR. ADEWALE TROUTMAN, DIRECTOR OF LOUISVILLE METRO PUBLIC HEALTH, EXPLORING SOCIAL INEQUITIES IN HEALTH, DR. ANTHONY MUHAMMAD, EDUCATOR AND EDUCATIONAL CONSULTANT WHO HAS SUCCEEDED IN TURNING AROUND FAILING INNER CITY SCHOOLS, AND A RETURN APPEARANCE BY DR. PETER BENSON ON IGNITING THE HIDDEN STRENGTHS OF TEENAGERS.FOR A NUMBER OF YEARS, HEARTLAND FOUNDATION HAS PROMOTED REGION-WIDE INITIATIVES TO EMPOWER CHILDREN AND ADULTS TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES.FORMERLY KNOWN AS THE NORTHWEST MISSOURI P-20 COUNCIL, EDUCATION EMPOWERS (E2), A HEALTHY COMMUNITIES INITIATIVE, EMBRACES THE IMPORTANCE OF EDUCATIONAL ATTAINMENT AND LIFE-LEARNING IN ACHIEVING THIS VISION.E2 ACKNOWLEDGES IT IS IMPERATIVE THAT NORTHWEST MISSOURI REMAINS VIABLE IN ATTRACTING AND RETAINING JOBS IN A FIERCELY COMPETITIVE GLOBAL MARKET.WITHIN THE EDUCATION EMPOWERS STRATEGIC LEADERSHIP TEAM (FORMERLY P-20 COUNCIL), A CROSS-SECTION OF INDIVIDUALS HAVE FORMED TEAMS AND ARE WORKING TOGETHER TO FIND NEW, COLLABORATIVE SOLUTIONS THAT LEAD TO BETTER JOBS, BETTER WAGES, HEALTHIER PEOPLE AND THRIVING COMMUNITIES.TEAMS INCLUDE:<ul style="list-style-type: none">EARLY LEARNING ACTION TEAMK-12 ACTION TEAMHIGHER ED ACTION TEAMWORKFORCE DEVELOPMENT ACTION TEAMCOMMUNICATIONS ACTION TEAMAND A PERFORMANCE EXCELLENCE TEAM.YOUTH EMPOWERMENT EMPOWER ME - IN COLLABORATION WITH THE FIFTH JUDICIAL CIRCUIT, JUVENILE DIVISION, AND NORTHWEST MISSOURI STATE UNIVERSITY, EMPOWER ME IS A TRANSFORMATIONAL FORUM DESIGNED TO BRING SKI

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	<p>LLS, KNOWLEDGE, HOPE AND EMPOWERMENT TO YOUNG STATUS OFFENDERS EMPOWER PLANT & EMPOWERU IMMERSION - THROUGH THE EMPOWER PLANT CURRICULUM AND EMPOWERU IMMERSION, THE FOUNDATION HAS NOW "CHARGED UP" CLOSE TO 8,000 STUDENTS FROM OVER 100 AREA SCHOOLS TO SEE THEIR ROLE AS COMMUNITY PROBLEM SOLVERS BOTH RURAL AND URBAN SCHOOLS PARTICIPATE IN THE FULL CURRICULUM AND ATTEND THE ONE-DAY IMMERSION AT EMPOWERU EVALUATIVE RESEARCH SHOWS PROMISING RESULTS WITH A STATISTICALLY-SIGNIFICANT DIFFERENCE IN STUDENTS WHO ARE ENGAGED IN THIS PROGRAM JUMP STARTERS - WITH INITIAL SUPPORT OF LEARN & SERVE AMERICA, JUMP STARTERS GRANT FUNDING IS AVAILABLE FOR STUDENTS WHO TAKE ON REAL-LIFE COMMUNITY CHALLENGES FOLLOWING PARTICIPATION IN EITHER EMPOWER PLANT OR PUBLIC ACHIEVEMENT PROGRAMS STUDENT-LED INITIATIVES VARY, EXAMPLES OF PAST PROJECTS INCLUDE A GROUP THAT FORMED AN UNDERAGE DRINKING CAMPAIGN AND AN OTHER ORGANIZED A CITYWIDE CLEANUP OF DEBRIS LEFT FROM THE PREVIOUS WINTER'S ICE STORM PROJECT FIT AMERICA - OUR PARTNERSHIP WITH PROJECT FIT AMERICA CONTINUES TO ENABLE US TO KEEP OUR KIDS FIT OVER 12,000 STUDENTS FROM 48 PARTNER SCHOOLS NOW PARTICIPATE IN PROJECT FIT NOT ONLY ARE SCHOOLS SHOWING A CHANGE IN PHYSICAL FITNESS MEASURES LIKE BODY MASS INDEX, THOSE STUDENTS INVOLVED IN PROJECT FIT ARE MORE FOCUSED IN THE CLASSROOM, MISS FEWER DAYS OF SCHOOL, AND ARE HIGHER ACHIEVERS IN THEIR SCHOOL WORK PUBLIC ACHIEVEMENT - GUIDED BY VOLUNTEER COACHES, THE PUBLIC ACHIEVEMENT PROCESS INSPIRES YOUNG PEOPLE TO TACKLE EVERYDAY POLITICS BY ADDRESSING ISSUES IMPORTANT TO THEM A NUMBER OF SCHOOLS AND ORGANIZATIONS ARE NOW INVOLVED THE PUBLIC ACHIEVEMENT DEMOCRACY COUNCIL SERVES AS THE YOUTH-LED ADVISORY GROUP FOR ALL PUBLIC ACHIEVEMENT SITES WE SPONSOR READ FROM THE START - A PARTNERSHIP WITH MISSOURI HUMANITIES COUNCIL, READ FROM THE START IS CENTERED ON THE CONVICTION THAT PARENTS ARE CHILDREN'S FIRST AND FOREMOST TEACHERS IF PARENTS TAKE PLEASURE IN BOOKS, CHILDREN WILL ALSO LIKELY DEVELOP A LOVE FOR READING OUR PROGRAM PROVIDES A SMALL COLLECTION OF BOOKS APPROPRIATE FOR CHILDREN FROM INFANCY TO FIVE YEARS YOUTH SURVEY - THIS ASSESSMENT TOOL OFFERS INSIGHT TO THE ATTITUDES AND BEHAVIORS OF MIDDLE AND HIGH SCHOOL STUDENTS IN THE REGION STUDENTS ARE POLLED ABOUT ISSUES LIKE COMMUNITY INVOLVEMENT, RISKY BEHAVIORS, AND FUTURE PLANS</p>

Identifier	Return Reference	Explanation
NUMBER OF EMPLOYEES	FORM 990, PART V, LINE 2A	HEARTLAND FOUNDATION LEASES 24 EMPLOYEES FROM HEARTLAND REGIONAL MEDICAL CENTER HEARTLAND FOUNDATION IS DISCLOSING ON ITS 990 AS IF THE FOUNDATION EMPLOYED THESE INDIVIDUALS DIRECTLY AND NOT THROUGH A LEASING RELATIONSHIP

Identifier	Return Reference	Explanation
BUSINESS/FAMILY RELATIONSHIPS	FORM 990, PART VI, SECTION A, LINE 2	JOHN P. WILSON, DOUGLAS BRANDT, KAREN DITTEMORE AND MARK LANEY, MD, HAVE A BUSINESS RELATIONSHIP. THEY ARE OFFICERS OF EITHER HEARTLAND HEALTH, HEARTLAND REGIONAL MEDICAL CENTER, LEWIS AND CLARK INFORMATION EXCHANGE AND REGIONAL EMERGENCY MEDICAL SERVICES AUTHORITY, RELATED NOT-FOR-PROFIT CORPORATIONS. JOHN P. WILSON, DOUGLAS BRANDT, KAREN DITTEMORE, MARK LANEY, M.D., HAVE A BUSINESS RELATIONSHIP. THEY ARE EITHER OFFICERS AND/OR DIRECTORS OF MIDWESTERN HEALTH MANAGEMENT, INC., COMMUNITY HEALTH PLAN, INC., COMMUNITY HEALTH PLAN INSURANCE COMPANY, HHS PROPERTIES, INC., UPTOWN HOUSING, INC., WHICH ARE RELATED FOR-PROFIT CORPORATIONS.

Identifier	Return Reference	Explanation
MEMBERS OR STOCKHOLDERS	FORM 990, PART VI, SECTION A, LINE 6	HEARTLAND HEALTH, A MISSOURI NONPROFIT CORPORATION, IS THE SOLE MEMBER OF HEARTLAND FOUNDATION HEARTLAND HEALTH HAS THE RIGHT TO ELECT THE BOARD OF TRUSTEES OF HEARTLAND FOUNDATION HEARTLAND HEALTH IS NOT ENTITLED TO RECEIVE A SHARE OF HEARTLAND FOUNDATION'S PROFITS OR EXCESS DUES HEARTLAND HEALTH IS ENTITLED TO HEARTLAND FOUNDATION'S NET ASSETS UPON DISSOLUTION AS LONG AS HEARTLAND HEALTH IS EXEMPT UNDER SECTION 501(A) OR 501(C)(3) OF THE INTERNAL REVENUE CODE

Identifier	Return Reference	Explanation
MEMBERS OR STOCKHOLDERS MAY ELECT GOVERNING BODY	FORM 990, PART VI, SECTION A, LINE 7A	HEARTLAND HEALTH, BEING THE SOLE MEMBER OF HEARTLAND FOUNDATION, HAS THE RIGHT TO ELECT ALL THE BOARD OF TRUSTEES

Identifier	Return Reference	Explanation
GOVERNING BODY DECISIONS SUBJECT TO APPROVAL OF MEMBERS OR STOCKHOLDERS	FORM 990, PART VI, SECTION A, LINE 7B	THE CORPORATE BYLAWS OF HEARTLAND FOUNDATION IDENTIFY CERTAIN RIGHTS AND POWERS WHICH ARE RESERVED TO HEARTLAND HEALTH, THE SOLE MEMBER IN EACH INSTANCE, THE RIGHTS AND POWERS RESERVED TO THE SOLE MEMBER MAY BE SUMMARIZED AS FOLLOWS A OVERALL STRATEGIC DIRECTION B ELECTION OF TRUSTEES C APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER, OTHER SENIOR OFFICERS, AUDITORS, AND LEGAL COUNSEL D ESTABLISHMENT OF BANKING RELATIONSHIPS E MANAGEMENT OF CASH AND OTHER ASSETS F APPROVAL OF CHANGES TO THE ARTICLES OF INCORPORATION AND BYLAWS G LONG-RANGE PLANNING H ADOPTION OF ANNUAL OPERATING BUDGETS

Identifier	Return Reference	Explanation
FORM 990 REVIEW PROCESS	FORM 990, PART VI, SECTION B, LINE 11A	AN INDEPENDENT ACCOUNTING FIRM PREPARES AND REVIEWS THE 990 THE TREASURER AND THE ASSISTANT TREASURER REVIEW THE 990 THE 990 IS THEN POSTED TO A WEBSITE FOR ALL VOTING MEMBERS TO ACCESS BEFORE IT IS FILED

Identifier	Return Reference	Explanation
MONITORING THE CONFLICT OF INTEREST POLICY	FORM 990, PART VI, SECTION B, LINE 12C	UPON AGREEING TO FILL A BOARD POSITION, THE PROSPECTIVE MEMBER IS REQUIRED TO SIGN A CONFLICT OF INTEREST DOCUMENT WHICH DISCLOSES FAMILY AND BUSINESS RELATIONSHIPS THAT COULD BE CONSIDERED IN CONFLICT WITH THEIR POSITION ON THE BOARD. IN THIS DOCUMENT, THEY AGREE THAT THEY WILL DISCLOSE ANY ACTIVITIES IN WHICH THEY MAY NOT BE INDEPENDENT IN REGARDS TO A TRANSACTION. THIS DOCUMENT IS DISTRIBUTED AND HELD BY LEGAL COUNSEL. THE MEMBER ALSO SIGNS HEARTLAND'S CODE OF CONDUCT DOCUMENT IN WHICH THEY AGREE TO ETHICAL BEHAVIOR AND ADHERING TO CONFIDENTIALITY POLICIES. THIS DOCUMENT IS HELD BY THE CORPORATE COMPLIANCE OFFICE. ANNUALLY, THE CORPORATE COMPLIANCE OFFICER DISTRIBUTES A SURVEY TO EACH BOARD MEMBER TO FACILITATE DISCLOSURE OF ANY REPORTABLE ACTIVITIES. DURING THE COURSE OF BOARD MEETINGS, BOARD MEMBERS WILL DISMISS THEMSELVES FROM MEETINGS AND/OR ABSTAIN FROM VOTING DURING DISCUSSIONS OF ISSUES THAT RELATE TO THOSE SPECIFIC MEMBERS OR THE COMPANIES THAT THEY REPRESENT. ALL DISMISSALS AND ABSTENTIONS ARE RECORDED IN THE MINUTES OF THE BOARD MEETING. ANNUALLY, THE OFFICERS AND KEY EMPLOYEES ARE REQUIRED TO SIGN A CODE OF CONDUCT DOCUMENT IN WHICH THEY AGREE TO ETHICAL BEHAVIOR AND ADHERING TO CONFIDENTIALITY POLICIES. THEY ALSO RECEIVE A QUESTIONNAIRE WHICH FACILITATES THE DISCLOSURE OF ANY REPORTABLE ACTIVITIES TO THE CORPORATE COMPLIANCE OFFICER.

Identifier	Return Reference	Explanation
COMPENSATION REVIEW	FORM 990, PART VI, SECTION B, LINE 15A	ANNUAL REVIEW--PERFORMED DURING FISCAL YEAR 2011 MARKET DATA IS PROVIDED BY INTEGRATED HEALTHCARE STRATEGIES (IHS) A COMPENSATION COMMITTEE COMPRISED OF THE HEARTLAND HEALTH BOARD CHAIR, HEARTLAND HEALTH BOARD VICE-CHAIR AND THREE ADDITIONAL HEARTLAND HEALTH BOARD MEMBERS AND INDEPENDENT LEGAL COUNSEL, AS SCRIBE OVERSEE AN ANNUAL SALARY REVIEW PROCESS FOR OFFICERS FOR THE POSITIONS, THE FULL SCOPE OF DUTIES AND RESPONSIBILITIES, NUMBERS OF STAFF MANAGED, PROCESSES MANAGED, APPROXIMATE REVENUE, EXPENSE, OR CAPITAL DOLLARS MANAGED ARE PROVIDED TO A THIRD PARTY CONSULTANT THAT SPECIALIZES IN RESEARCH OF MARKET SALARY DATA FACILITY SIZE, NOT-FOR-PROFIT STATUS AND THE SCOPE OF POSITION IS COMPARED TO LIKE FACILITIES TO DETERMINE BASE COMPENSATION AND INCENTIVE COMPENSATION FOR EACH POSITION THE DATA GATHERED BY THE MARKET RESEARCH FIRM IS REVIEWED BY THE COMPENSATION COMMITTEE, OUTLIER ISSUES ARE RESOLVED AND BASED UPON PRESENT FINANCIAL INDICATORS, THE COMMITTEE MAKES THEIR DETERMINATION OF COMPENSATION LEVELS FOR THE NEXT PAY YEAR

Identifier	Return Reference	Explanation
AVAILABILITY OF DOCUMENTS	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY OR FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC

Identifier	Return Reference	Explanation
RECONCILIATION OF NET ASSETS	FORM 990, PART XI, LINE 5	UNREALIZED GAIN/(LOSS) ON INVESETMENTS \$(159,636)

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME MARK LANEY , MD TITLE PRESIDENT, CHIEF EXECUTIVE OFF HOURS 59

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME JOHN P WILSON TITLE OFFICER HOURS 59

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME DOUGLAS BRANDT TITLE OFFICER HOURS 59

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME KAREN DITTEMORE TITLE OFFICER HOURS 59

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

Heartland Foundation

Employer identification number

43-1262768

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) HEARTLAND HEALTH 5325 FARAON ST JOSEPH, MO 64506 43-1283316	HEALTHCARE	MO	501(C)(3)	11A	NA		No
(2) HEARTLAND LONG TERM ACUTE CARE HOSPITAL 5325 FARAON ST JOSEPH, MO 64506 26-1972987	HEALTHCARE	MO	501(C)(3)	3	HH	Yes	
(3) HEARTLAND REGIONAL MEDICAL CENTER 5325 FARAON ST JOSEPH, MO 64506 44-0545289	HEALTHCARE	MO	501(C)(3)	3	HH	Yes	
(4) LEWIS AND CLARK INFORMATION EXCHANGE 5325 FARAON ST JOSEPH, MO 64506 32-0290671	DATA SHARING	MO	501(C)(3)	9	HH	Yes	
(5) REGIONAL EMERGENCY MEDICAL SERVICES 5325 FARAON ST JOSEPH, MO 64506 27-3923442	AMBULANCE SVC	MO	501(C)(3)	9	HH	Yes	

Part IIIPart III

Identification of Related Organizations Taxable as a Partnership

(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IVPart IV

Identification of Related Organizations Taxable as a Corporation or Trust

(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) MIDWESTERN HEALTH MANAGEMENT INC 5325 FARAON STREET ST JOSEPH, MO 64502 43-1264358	HEALTHCARE	MO	HH	C CORP	0	0	0 %
(2) COMMUNITY HEALTH PLAN INC 137 N BELT ST JOSEPH, MO 64506 43-1690582	INSURANCE	MO	HH	C CORP	0	0	0 %
(3) COMMUNITY HEALTH PLAN INSURANCE COMPANY 137 N BELT ST JOSEPH, MO 64506 43-1210152	INSURANCE	MO	HH	C CORP	0	0	0 %
(4) HHS PROPERTIES INC 5325 FARAON STREET ST JOSEPH, MO 64506 43-1593799	INVESTMENT	MO	HH	C CORP	0	0	0 %
(5) UPTOWN HOUSING INC 5325 FARAON ST JOSEPH, MO 64506 26-1416252	REDEVELOPMENT	MO	HH	C CORP	0	0	0 %
(6) UPTOWN ST JOSEPH REDEVELOPMENT CORP 5325 FARAON ST JOSEPH, MO 64506 20-1742813	REDEVELOPMENT	MO	HH	C CORP	0	0	0 %
(7) HEALTH CARE BENEFIT TRUST 5325 FARAON ST JOSEPH, MO 64506 43-1286484	HEALTH CARE	MO	HH	TRUST	0	0	0 %

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Sale of assets to related organization(s)

g Purchase of assets from related organization(s)

h Exchange of assets with related organization(s)

i Lease of facilities, equipment, or other assets to related organization(s)

j Lease of facilities, equipment, or other assets from related organization(s)

k Performance of services or membership or fundraising solicitations for related organization(s)

l Performance of services or membership or fundraising solicitations by related organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n Sharing of paid employees with related organization(s)

o Reimbursement paid to related organization(s) for expenses

p Reimbursement paid by related organization(s) for expenses

q Other transfer of cash or property to related organization(s)

r Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

No

1c

Yes

1d

No

1e

Yes

1f

No

1g

No

1h

No

1i

Yes

1j

No

1k

No

1l

Yes

1m

No

1n

No

1o

Yes

1p

No

1q

No

1r

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) HEARTLAND REGIONAL MEDICAL CENTER	C	1,805,593	FMV
(2) HEARTLAND REGIONAL MEDICAL CENTER	E	68,751	FMV
(3) HEARTLAND REGIONAL MEDICAL CENTER	O	1,267,124	FMV
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
------------	------------------	-------------	--

Software ID:
Software Version:
EIN: 43-1262768
Name: Heartland Foundation

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income (\$)	(g) Share of end-of-year assets (\$)	(h) Percentage ownership
MIDWESTERN HEALTH MANAGEMENT INC 5325 FARAON STREET ST JOSEPH, MO 64502 43-1264358	HEALTHCARE	MO	HH	C CORP	0	0	0 %
COMMUNITY HEALTH PLAN INC 137 N BELT ST JOSEPH, MO 64506 43-1690582	INSURANCE	MO	HH	C CORP	0	0	0 %
COMMUNITY HEALTH PLAN INSURANCE COMPANY 137 N BELT ST JOSEPH, MO 64506 43-1210152	INSURANCE	MO	HH	C CORP	0	0	0 %
HHS PROPERTIES INC 5325 FARAON STREET ST JOSEPH, MO 64506 43-1593799	INVESTMENT	MO	HH	C CORP	0	0	0 %
UPTOWN HOUSING INC 5325 FARAON ST JOSEPH, MO 64506 26-1416252	REDEVELOPMENT	MO	HH	C CORP	0	0	0 %
UPTOWN ST JOSEPH REDEVELOPMENT CORP 5325 FARAON ST JOSEPH, MO 64506 20-1742813	REDEVELOPMENT	MO	HH	C CORP	0	0	0 %
HEALTH CARE BENEFIT TRUST 5325 FARAON ST JOSEPH, MO 64506 43-1286484	HEALTH CARE	MO	HH	TRUST	0	0	0 %

Investing in Our Region's Future

education emPowers Action Teams

- Collaborative Leadership
- County Champions
- Communications
- Early Learning
- K-12 Education
- Higher Education
- Workforce Development

emPowerU Learning Programs (for youth and adult learners)

- Business and Entrepreneurial Immersions
- Circuit I: Civic Engagement/Workforce Development
- Circuit II: Civic Engagement/Workforce Development
- Engineering Adventures Camp
- LEGO Robotics (coming soon!)
- Marketing Immersion
- Professional Development for Teachers
- STEM Immersions
- Youth Leadership in Democracy
- Other customized, challenge-based learning experiences

Foundation Endowments

- Children's Special Health Needs
- Educational Scholarships
- emPowerU
- Foundation Operating
- Hope House
- Rositzky Emergency Contingency

Facilitation Services

- Businesses
- Community Groups
- Not-for-Profits
- Schools

Grant Opportunities

- Healthy Partnerships (Healthy Eating & Active Living)
- Jump Starters (Youth Service Learning)
- Missouri Cattlemen's Association Children's Fund (medical adaptive equipment for children)
- Project Fit (fitness equipment & training for area schools)

Scholarships

- Velma Flies Anderson
- education emPowers (e2)
- Mary Alice Hartigan Nursing
- Hillyard Technical Center
- Doris Hines, PhD, RN, CETN Nursing
- Lowell C. Kruse *Healthy Choices. Healthy Lives.*
- MWSU Graduate Medical
- MWSU Nursing
- Tribe of Mic-O-Say/Patrick L. Newman
- Project YOUTH
- Dr. William & Mrs. Muriel Redmond
- Mary Ann Reinert
- Bill & Mary Russell Health Care

Other

- emPowerU Rentals

Heartland Foundation

email: info@heartlandfoundation.org



Heartland Foundation is a 501(c)(3) public charity dedicated to empowering children and adults to build healthier, more livable communities.



More than
18,000 youth
participants
served this
year.



27 schools
participated in
All-Star Fitness
Rally held at
Mark Twain
Elementary
School and
emPowerU.



A Snapshot of Your Investment

31 scholarships
totaling more than
\$40,000 awarded
to promote
education and skills
development.



emPowerU learning
programs involved
more than 4,000
youth in the past
year.



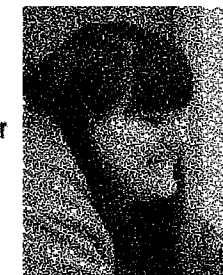
Jump Starters
funded
"Empowering
You" walking trail
planned and built
by youth.



Heartland
Foundation earned a
99% approval rating
of overall customer
satisfaction.



Heartland
Foundation volunteer
satisfaction results:
100%



emPowerU
immersions focus
on critical thinking,
problem solving,
team building and
other workforce
development skills.



Healthy Partnerships
funded 5 evaluative
research-based projects
focusing on Healthy
Eating & Active Living
initiatives.



14,000 elementary
and middle school
students now
participating
at over 50 HF
sponsored regional
Project Fit sites.



"I learned a lot today about collaborating with others. I made a difference today."

6th grade student

"I learned I have more confidence and a better outlook on the reality of life."

high school sophomore

"Relationships help get the task accomplished."

e? Creativity Forum participant

"This was a good experience to prepare us for the workforce."

high school sophomore



"Wow! I can see how a program like this really helps kids think beyond themselves."

elementary school teacher

"I gained a lot of appreciation for youth and how they presented themselves."

volunteer council member

"The Project Fit challenges have been powerful tools in students' goal setting, practicing and perseverance."

P.E. teacher

"I love learning and it is my personal belief that the key to success is to never stop learning."

scholarship recipient

"Seeing kids express their thinking about real-world issues gives me hope."

volunteer council member

"The leadership experience for the students here is awesome!"

volunteer council member



"All students were highly engaged and passionate about the [learning experience]."

elementary school teacher

"Joy of collaboration."

e? Creativity Forum participant

"Analytical thought and organization. Technology, leadership, teamwork, communication skills."

middle school teacher

"A belief in ourselves can unleash the power to imagine and create anything."

Author or Unknown



"Very encouraged with how well young people can research and present their ideas."

volunteer council member

"No boundaries of thought; intense focus on task."

e? Creativity Forum participant

"emPowerU builds assets which contribute to students' academic success and develop important workforce skills for the future."

an investor

"Because of Project Fit, kids are more centered on their fitness and realize the importance fitness plays in their lives."

P.E. teacher

"Education is important to a region for economic growth and success of that region."

scholarship recipient

"High level thinking skills for students. Positive experience. Hits all subjects."

elementary teacher



"It is evident that students are learning here."

volunteer council member

"Gives students a feeling of ownership, that they can help make a change in their community and be positive role models and future leaders."

middle school teacher

"I think the experience was valuable to the students and made it real-world applicable."

volunteer council member

"emPowerU will better the lives of our youth of today and those for generations to come."

an investor

Dear Friends:



Generosity is abundant at Heartland Foundation. Every day we see people from different walks of life who give with a purpose. Their time, their talents, and their financial gifts matter. Those who invest impact the lives of others and the communities we serve . . . now and for future generations. This Snapshot of Your Investment gives you a quick look inside emPowerU to see some of the faces of people from all ages and walks of life who have come here to learn, explore, share ideas, and look for positive solutions on how we can creatively partner *for the benefit of our homes, schools, businesses, and communities.*



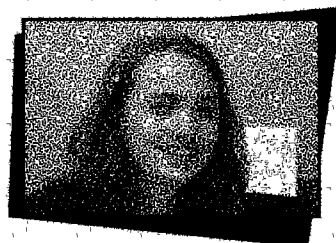
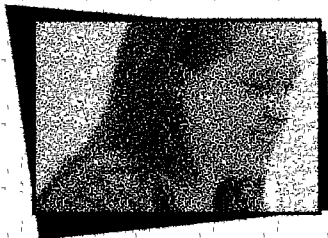
**education emPowers (e²):
A Focus on Better Jobs, Better Wages,
Healthier People, and Thriving Communities**



Communities across America are going through times of immense change, and many are in decline. Lower skilled jobs that once provided good pay have shifted to other countries, and our economy has suffered. Some workers have been replaced due to revolutionary technological advancements. At the same time, business and industry acknowledge the need for a more skilled workforce. One that will meet the growing demands employers face today. And yet, the supply of highly-skilled workers often falls short of this challenge. As a region, we face competition - not just from our neighboring communities and states - but from countries around the world.

education emPowers (e²), a collaborative endeavor formerly known as the Northwest Missouri P-20 Council, acknowledges the importance of learning from birth throughout life and is committed to tackling the root causes of economic stress and poor health. Through e² Heartland Foundation and its Healthy Communities Investor partners have convened a group of regional citizens from business, education, government, healthcare, and others who are recognizing the critical need to work together to assure that we have quality 21st Century jobs for the people who live here as well as highly qualified workers for these jobs. *Working in partnership, individuals and organizations are rising to the challenge to take bold actions to assure our communities are workforce ready.*

education emPowers has the potential to unite this region around a powerful vision - one that is focused on *Better Jobs, Better Wages, Healthier People, and Thriving Communities.* There are many opportunities to get involved.



**think ahead
emPowerU**

**emPowerU Learning Programs:
Investing in Our Children and Adults**

emPowerU offers "inspiration" and "engagement" for both youth and adult learners in reaching their full potential. Participants are in constant motion as they tackle real-world problems to address social, environmental, and economic issues. One emPowerU student commented, "I learned how a community works. I learned to be a leader, and I learned a lot about myself."



Young people express that the transformative learning experience at emPowerU inspires a real love for learning. The hands-on, self-discovery program continues to expand with new topics and areas of interest where learners tackle authentic, real-world problem-solving; it is Common Core Ready for schools and promotes important workforce readiness skills that help prepare today's and tomorrow's workers.

With the generosity of the William T. Kemper Foundation - Commerce Bank, Trustee, this one-of-a-kind facility now has the latest in technology and applications to create a unique environment for youth and adult learners to gain new skills, knowledge, and understanding. We invite you to stop by emPowerU for a visit. Call Heartland Foundation at 816.271.7200 or 1.800.477.1083 and *experience what transformative learning is all about!*

In closing, our economy needs highly qualified people to fill high demand careers. As a part of a regional effort, education emPowers (e²) partners and emPowerU programs are taking up the challenge to help prepare eager youth and adult learners for careers and life. Now, more than ever, as communities across the nation face these challenging times, we have the opportunity to look toward the future and emerge in an even stronger position than before . . . *impacting our homes, our families, and our communities.*

It's only possible with the generosity of people, organizations, and communities who invest for the region's future. Your time, your talents, and your financial gifts do truly matter!

From the Heartland Foundation Board of Trustees, we thank you for making the critical difference. Your ongoing support assures that we can bring these leading-edge collaborative efforts to this region.

In the service of our communities,

**Judith K. Sabbert
Chief Operating Officer**

