



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



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

JUL 1, 2011

, and ending

JUN 30, 2012

Name of foundation

A Employer identification number

MIDLANDS COMMUNITY FOUNDATION

51-0191738

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

Room/suite

B Telephone number

945 NORTH ADAMS

7

402-991-8027

City or town, state, and ZIP code

C If exemption application is pending, check here ☐

PAPILLION, NE 68046

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

J Accounting method: ☐ Cash ☒ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☒☐ Other (specify)

\$ 5,379,892. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	683,298.		N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	106,137.	106,137.		STATEMENT 1
	4	Dividends and interest from securities	68,299.	68,299.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-18,506.			
	b	Gross sales price for all assets on line 6a	1,707,433.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	70,985.	0.		STATEMENT 3
	12	Total. Add lines 1 through 11	910,213.	174,436.		
	13	Compensation of officers, directors, trustees, etc	63,440.	0.		63,440.
	14	Other employee salaries and wages	38,876.	0.		38,876.
	15	Pension plans, employee benefits	3,568.	0.		1,596.
	16a	Legal fees	940.	0.		940.
Operating and Administrative Expenses	b	Accounting fees	18,329.	0.		18,329.
	c	Other professional fees	18,849.	18,849.		0.
	17	Interest				
	18	Taxes	7,538.	0.		7,538.
	19	Depreciation and depletion	7,927.	0.		
	20	Occupancy	17,400.	0.		17,400.
	21	Travel, conferences, and meetings	6,435.	0.		6,435.
	22	Printing and publications				
	23	Other expenses	131,941.	0.		129,634.
	24	Total operating and administrative expenses. Add lines 13 through 23	315,243.	18,849.		284,188.
Operating and Administrative Expenses	25	Contributions, gifts, grants paid	297,411.			297,411.
	26	Total expenses and disbursements. Add lines 24 and 25	612,654.	18,849.		581,599.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	297,559.			
Operating and Administrative Expenses	b	Net investment income (if negative, enter -0-)		155,587.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

Part II Balance Sheets

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	7,682.	9,167.	9,167.	
	2 Savings and temporary cash investments	701,371.	582,659.	582,659.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ 3,875.				
	Less: allowance for doubtful accounts ▶	1,376.	3,875.	3,875.	
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	4,668.	1,832.	1,832.	
	10a Investments - U.S. and state government obligations STMT 9	787,890.	110,395.	110,395.	
	b Investments - corporate stock STMT 10	641,986.	860,071.	860,071.	
	c Investments - corporate bonds STMT 11	1,011,313.	1,190,291.	1,190,291.	
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 12	2,037,717.	2,608,464.	2,608,464.	
	14 Land, buildings, and equipment: basis ▶ 35,876.				
	Less: accumulated depreciation STMT 13 ▶ 22,738.	21,063.	13,138.	13,138.	
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	5,215,066.	5,379,892.	5,379,892.	
	17 Accounts payable and accrued expenses	12,645.	14,952.		
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	12,645.	14,952.		
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	5,054,769.	4,777,327.		
	25 Temporarily restricted	80,621.	432,222.		
	26 Permanently restricted	67,031.	155,391.		
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	5,202,421.	5,364,940.		
	31 Total liabilities and net assets/fund balances	5,215,066.	5,379,892.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,202,421.
2 Enter amount from Part I, line 27a	2	297,559.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,499,980.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	135,040.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,364,940.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	07/01/11	06/30/12
b CAPITAL GAINS DIVIDENDS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,705,982.		1,725,939.	-19,957.
b 1,451.			1,451.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-19,957.
b			1,451.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-18,506.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	527,008.	4,501,771.	.117067
2009	441,840.	4,347,852.	.101623
2008	438,294.	3,979,426.	.110140
2007	413,660.	5,121,798.	.080765
2006	352,038.	5,232,122.	.067284

2 Total of line 1, column (d)	2	.476879
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.095376
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,609,935.
5 Multiply line 4 by line 3	5	439,677.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,556.
7 Add lines 5 and 6	7	441,233.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	581,599.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,556.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,556.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,556.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,556.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.MIDLANDSCOMMUNITY.ORG</u>	13	X	
14	The books are in care of ► <u>TONEE GAY</u> Telephone no. ► <u>402-991-8027</u> Located at ► <u>945 NORTH ADAMS STREET, SUITE 7, PAPILLION, NE</u> ZIP+4 ► <u>68046</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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


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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here 

5b**X**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

SEE STATEMENT 15

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

6b**X**

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		63,440.	1,972.	0.

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

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

Total number of other employees paid over \$50,000**0**

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,571,369.
b Average of monthly cash balances	1b	108,768.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,680,137.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,680,137.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,202.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,609,935.
6 Minimum investment return. Enter 5% of line 5	6	230,497.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	230,497.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,556.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,556.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	228,941.
4 Recoveries of amounts treated as qualifying distributions	4	20,342.
5 Add lines 3 and 4	5	249,283.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	249,283.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	581,599.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	581,599.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,556.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	580,043.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				249,283.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	96,790.			
b From 2007	166,292.			
c From 2008	242,395.			
d From 2009	222,485.			
e From 2010	305,367.			
f Total of lines 3a through e	1,033,329.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	581,599.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				249,283.
e Remaining amount distributed out of corpus	332,316.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c and 4e. Subtract line 5	1,365,645.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	96,790.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,268,855.			
10 Analysis of line 9:				
a Excess from 2007	166,292.			
b Excess from 2008	242,395.			
c Excess from 2009	222,485.			
d Excess from 2010	305,367.			
e Excess from 2011	332,316.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			
(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

3 Subtract line 2d from line 2c. Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
ALS IN THE HEARTLAND INC 1320 SOUTH 119TH STREET OMAHA, NE 68144	N/A	509(A)(2)	AUDIO AND VIDEO EQUIPMENT FOR A TELEHEALTH PROGRAM	2,500.
ALEGENT HEALTH MIDLANDS HOSPITAL 11111 SOUTH 84TH STREET PAPILLION, NE 68046	N/A	509(A)(2)	SUBSIDIZE HEALTH FAIR	7,000.
AMERICAN CANCER SOCIETY 9850 NICHOLAS STREET, SUITE 200 OMAHA, NE 68114	N/A	509(A)(1)	FUNDS FOR RELAY FOR LIFE	5,000.
ANGELS AMONG US 11918 POPPLETON PLAZA OMAHA, NE 68144	N/A	509(A)(2)	ASSITANCE WITH EXPENSES DURING CHILD'S CANCER CARE	5,000.
BELLEVUE HOUSING AUTHORITY FOUNDATION 8214 ARMSTRONG CIRCLE BELLEVUE, NE 68147	N/A	509(A)(3)	KICKS FOR KIDS GRANT: SHOES FOR BELLEVUE HOUSING AUTHORITY SCHOOL-AGE CHILDREN	1,750.
Total SEE CONTINUATION SHEET(S) ▶ 3a				297,411.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	106,137.		
4 Dividends and interest from securities			14	68,299.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			14	-18,506.		
9 Net income or (loss) from special events			02	50,643.		
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a <u>BELLEVUE UNIV - GRANT</u>						
b <u>RETURNED</u>						20,000.
c <u>SARPY COUNTY HISTORICAL</u>						
d <u>SOCIETY - GRANT RETURNED</u>						342.
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		206,573.		20,342.
13 Total. Add line 12, columns (b), (d), and (e)					13	226,915.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

► PRESIDENT

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ self-employed

PTIN

BARBARA J. FAJEN

Preparer's Signature
Barbara J. Fajero
TJLP

12-3-12

P00400874

Firm's name ► **SEIM JOHNSON, LLP**

Firm's EIN ► 47-6097913

Firm's address ► 18081 BURT STREET, SUITE 200
OMAHA, NE 68022-4722

Phone no. (402) 330-2660

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - LITTLE BROTHERS-FRIENDS OF THE ELDERLY

PROGRAM TO HELP RELIEVE ISOLATION AND LONELINESS AMONG THE ELDERLY
THROUGH VISITING VOLUNTEER PROGRAMS

NAME OF RECIPIENT - PAPILLION LAVISTA SCHOOLS FOUNDATION

ELEMENTARY ARTS PROGRAM FOR K-6 STUDENTS AT TITLE I SCHOOLS IN
PAPILLION-LAVISTA DISTRICT

NAME OF RECIPIENT - UNIVERSITY OF NEBRASKA AT OMAHA

AIM FOR THE STARS PROGRAM TO PAY FOR 24 UNDERSERVED CHILDREN FROM SARPY
AND CASS COUNTIES TO ATTEND SUMMER SCIENCE AND MATH OUTREACH PROGRAM AT
UNO

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVEMENTS AND EQUIPMENT			.000	16	35,876.			35,876.	14,811.		7,927.
	* TOTAL 990-PF PG 1 DEPR					35,876.		0.	35,876.	14,811.	0.	7,927.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
WELLS FARGO	106,137.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	106,137.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
WELLS FARGO	69,750.	1,451.	68,299.
TOTAL TO FM 990-PF, PART I, LN 4	69,750.	1,451.	68,299.

FORM 990-PF OTHER INCOME STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
BELLEVUE UNIV - GRANT RETURNED	20,000.	0.	
SARPY COUNTY HISTORICAL SOCIETY - GRANT RETURNED	342.	0.	
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	50,643.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	70,985.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
LEGAL FEES	940.	0.		940.
TO FM 990-PF, PG 1, LN 16A	940.	0.		940.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,329.	0.		18,329.
TO FORM 990-PF, PG 1, LN 16B	18,329.	0.		18,329.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	18,849.	18,849.		0.
TO FORM 990-PF, PG 1, LN 16C	18,849.	18,849.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	7,121.	0.		7,121.
OTHER TAXES	417.	0.		417.
TO FORM 990-PF, PG 1, LN 18	7,538.	0.		7,538.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	17,315.	0.		17,315.
REFLECTION BALL - FUNDRAISING EVENT	41,492.	0.		41,492.
GOLF OUTING - FUNDRAISING EVENT	19,945.	0.		19,945.
INCREASE IN ACCOUNTS PAYABLE	0.	0.		-2,307.

NEBRASKA HEAT YOUTH PROGRAM

- OPERATING EXPENSES	8,569.	0.	8,569.
ADVERTISING	5,266.	0.	5,266.
SUPPLIES	8,203.	0.	8,203.
INSURANCE	1,929.	0.	1,929.
BUSINESS PUBLIC RELATIONS	8,198.	0.	8,198.
MEMBERSHIPS & DUES	565.	0.	565.
TECHNOLOGY MAINTENANCE	567.	0.	567.
WEBSITE	860.	0.	860.
GRETNA COMMUNITY FND -			
OPERATING EXPENSES	4,514.	0.	4,514.
AUNTIE EM'S - FUNDRAISER			
EXPENSES	1,075.	0.	1,075.
CASS COUNTY ARTS &			
ENTERTAINMENT FUND -			
OPERATING EXPENSES	2,103.	0.	2,103.
SALUTE OUR MILITARY			
COMMUNITY FUND - OPERATING			
EXPENSES	1,803.	0.	1,803.
OTHER DONOR ADVISED/FIELD OF			
INTEREST FUND DISBURSEMENTS	9,537.	0.	9,537.
TO FORM 990-PF, PG 1, LN 23	131,941.	0.	129,634.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		110,395.	110,395.
TOTAL U.S. GOVERNMENT OBLIGATIONS			110,395.	110,395.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			110,395.	110,395.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	860,071.	860,071.
TOTAL TO FORM 990-PF, PART II, LINE 10B	860,071.	860,071.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT/BONDS	1,190,291.	1,190,291.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,190,291.	1,190,291.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	2,148,070.	2,148,070.
ALTERNATIVE INVESTMENTS	COST	437,591.	437,591.
INTEREST RECEIVABLE	COST	22,803.	22,803.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,608,464.	2,608,464.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
-------------	--	--------------

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS AND EQUIPMENT	35,876.	22,738.	13,138.
TOTAL TO FM 990-PF, PART II, LN 14	35,876.	22,738.	13,138.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TONEE GAY 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	EXECUTIVE DIRECTOR 40.00	63,440.	1,972.	0.
KARLA RUPIPER 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	PRESIDENT 1.00	0.	0.	0.
RANDY SUMP 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	VICE PRESIDENT 1.00	0.	0.	0.
KEVIN DASHER 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	TREASURER 1.00	0.	0.	0.
TERRI SCHOLTING 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	VP ADVISORY 1.00	0.	0.	0.
MARY GAWECKI 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	PAST PRESIDENT 1.00	0.	0.	0.
JULIE BEAR 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	MEMBER AT LARGE 1.00	0.	0.	0.
TOM ACKLEY 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JANET BARNA 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
BARB SLATTERY 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
BRENDA CARLSON 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.

MIDLANDS COMMUNITY FOUNDATION

51-0191738

LINDA CLATTERBUCK 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JAN DAVIS 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
BOB FREDERICK 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
MARY BETH HARROLD 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JIM LANGLEY 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
BONNIE MILLER 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
PHIL PANKONIN 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
LEE POLIKOV 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JEFF RENNER 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
KEVIN RILEY 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.
JIM THOMPSON 945 NORTH ADAMS STREET, SUITE 7 PAPILLION, NE 68046	DIRECTOR 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

63,440.	1,972.	0.
---------	--------	----

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

BELLEVUE HOUSING AUTHORITY FOUNDATION

GRANTEE'S ADDRESS8214 ARMSTRONG CIR
BELLEVUE, NE 68147

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,750.	11/07/11	

PURPOSE OF GRANT"KICKS FOR KIDS" TO PROVIDE NEW SHOES TO CHILDREN PARTICIPATING IN HOUSING
AUTHORITY PROGRAMS.DATES OF REPORTS BY GRANTEE

NO REPORTS REC'D AS OF 06/30/12.

GRANTEE'S NAME

GRETN A PUBLIC SCHOOLS FOUNDATION

GRANTEE'S ADDRESS

11717 S. 216TH STREET
GRETN A, NE 68028

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
2,250.	05/14/10	

PURPOSE OF GRANT

PURCHASE OF SPORTS EQUIPMENT TO EXPAND FITNESS PROGRAMS AT THREE GRETN A
KIDS CONNECTION LOCATIONS.

DATES OF REPORTS BY GRANTEE

NO REPORTS REC'D AS OF 06/30/12.

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

KIWANIS INTERNATIONAL

GRANTEE'S ADDRESS

P.O. BOX 715
BELLEVUE, NE 68005

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
3,500.	12/31/11	

PURPOSE OF GRANT

PURCHASE FOOD FOR BELLEVUE FOOD BANK

DATES OF REPORTS BY GRANTEE

NO REPORTS REC'D AS OF 06/30/12.

GRANTEE'S NAME

GRETNA PUBLIC SCHOOLS FOUNDATION

GRANTEE'S ADDRESS

11717 S. 216TH STREET
GRETNA, NE 68028

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
2,000.	03/15/12	

PURPOSE OF GRANT

SUPPORT FOR PALISADES ELEMENTARY & GRETNA MIDDLE SCHOOL

DATES OF REPORTS BY GRANTEE

NO REPORTS REC'D AS OF 06/30/12.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

TONEE GAY C/O MIDLANDS COMMUNITY FOUNDATION
945 NORTH ADAMS, SUITE 7
PAPILLION, NE 68046

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

402-991-8027

MIDLANDS COMMUNITY FOUNDATION GRANT PROGRAM

FORM AND CONTENT OF APPLICATIONS

THE GRANT APPLICATION MUST BE IN WRITING. NO SPECIFIC FORMAT FOR REQUESTS
IS REQUIRED.

ANY SUBMISSION DEADLINES

GRANTS ARE ACCEPTED AT ANY TIME.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IS GIVEN TO CHARITABLE ORGANIZATIONS AND ACTIVITIES WHICH
BENEFIT RESIDENTS OF SARPY AND CASS COUNTIES IN NEBRASKA.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS BIG SISTERS OF THE MIDLANDS 10831 OLD MILL ROAD OMAHA, NE 68154	N/A	509(A)(1)	SARPY AND CASS COUNTIES MENTOR MATCHES FOR 10 AT-RISK YOUTH	10,000.
CASA-CASS COUNTY 346 NORTH MAIN STREET PLATTSMOUTH, NE 68048	N/A	509(A)(1)	KIDS CLUB: PROVIDES FUNDING FOR EXTRACURRICULAR ACTIVITIES FOR FOSTER CARE CHILDREN	7,750.
CASA-SARPY COUNTY 1210 GOLDEN DRIVE PAPILLION, NE 68046	N/A	509(A)(1)	CASA VOLUNTEER TRAINING	2,000.
FOOD BANK FOR THE HEARTLAND 10525 J STREET OMAHA, NE 68127	N/A	509(A)(1)	BACK PACK PROGRAM FOR SARPY AND CASS COUNTIES' SCHOOLCHILDREN	10,000.
GIRL SCOUTS - SPIRIT OF NEBRASKA 2121 S 44TH STREET OMAHA, NE 68105	N/A	509(A)(1)	WINDOW REPLACEMENT FOR MARIE LODGE AT CAMP MAHA	3,600.
LITTLE BROTHERS-FRIENDS OF THE ELDERLY 1941 S 42ND STREET SUITE 127 OMAHA, NE 68105	N/A	509(A)(1)	PROGRAM TO HELP RELIEVE ISOLATION AND LONELINESS AMONG THE ELDERLY THROUGH VISITING VOLUNTEER	3,000.
HELP ADULT SERVICES 1941 S 42ND STREET SUITE 200 OMAHA, NE 68105	N/A	509(A)(2)	MEDICAL EQUIPMENT FOR VETERANS, SENIOR CITIZENS, CHRONICALLY ILL AND LOW OR NO-INCOME INDIVIDUALS	4,500.
MID-AMERICA COUNCIL BOY SCOUTS 12401 W MAPLE RD OMAHA, NE 68164	N/A	509(A)(1)	SCOUTING MEMBERSHIPS FOR 100 LOW-INCOME YOUTHS IN SARPY AND CASS COUNTIES	3,000.
LEGAL AID OF NEBRASKA 1904 FARNAM STREET SUITE 500 OMAHA, NE 68102	N/A	509(A)(1)	LEGAL AID FOR VICTIMS OF DOMESTIC VIOLENCE	3,000.
ONEWORLD COMMUNITY HEALTH CENTERS INC 4920 SOUTH 30TH STREET, SUITE 103 OMAHA, NE 68107	N/A	509(A)(1)	TOOTHBRUSHES, EDUCATIONAL MATERIALS AND DENTAL EQUIPMENT FOR CAREMOBILE SCHOOL VISITS	8,500.
Total from continuation sheets				276,161.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PAPILLION LAVISTA COMMUNITY THEATRE 6708 ASPEN STREET LAVISTA, NE 68128	N/A	509(A)(2)	INDIVIDUAL PERFORMANCE UNDERWRITER SPONSORSHIP	2,500.
PAPILLION LAVISTA ARTS NETWORK 1004 N BEADLE ST PAPILLION, NE 68046	N/A	509(A)(2)	PORTABLE STAGE SYSTEM	4,000.
PRIDE - OMAHA, INC. 6143 WHITMORE STREET OMAHA, NE 68152	N/A	509(A)(1)	PARENT AND COMMUNITY FORUMS TO DISCUSS AT-RISK BEHAVIORS IN TEENS	5,000.
PAPILLION LAVISTA SCHOOLS FOUNDATION 1201 GOLDEN GATE DR PAPILLION, NE 68046	N/A	509(A)(2)	ELEMENTARY ARTS PROGRAM FOR K-6 STUDENTS AT TITLE I SCHOOLS IN PAPILLION-LAVISTA	4,000.
UNIVERSITY OF NEBRASKA AT OMAHA 60TH AND DODGE STREET OMAHA, NE 68182	N/A	509(A)(1)	AIM FOR THE STARS PROGRAM TO PAY FOR 24 UNDERSERVED CHILDREN FROM SARPY AND CASS COUNTIES TO ATTEND	3,840.
WEEPING WATER COMMUNITY BLDG FOUNDATION 101 W ELDORA AVE WEEPING WATER, NE 68463	N/A	509(A)(1)	RENOVATIONS OF LOWER LEVEL OF MULTI-PURPOSE COMMUNITY CENTER	15,000.
YOUTH EMERGENCY SERVICES, INC. 2679 FARNAM STREET SUITE 205 OMAHA, NE 68131	N/A	509(A)(1)	HEATING AND COOLING SYSTEM FOR A MATERNITY GROUP	7,240.
THE SALVATION ARMY 3612 CUMMING STREET OMAHA, NE 68131	N/A	509(A)(1)	WALK FOR WARMTH: ENERGY ASSISTANCE FOR LOW-INCOME INDIVIDUALS	5,000.
KIWANIS INTERNATIONAL P.O. BOX 715 BELLEVUE, NE 68005	N/A	501 (C)(4)	FOOD FOR BELLEVUE FOOD BANK	3,500.
GRETNA PUBLIC SCHOOLS FOUNDATION 11717 S 216TH ST GRETNA, NE 68028	N/A	509 (A)(3)	PALISADES ELEMENTARY & GRETNA MIDDLE SCHOOL	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOSAIC 4980 S 118TH ST OMAHA, NE 68137	N/A	509(A)(2)	SUPPORT MOSAIC PROGRAMS IN SARPY AND CASS COUNTIES	100,000.
SARPY COUNTY SPORTS COMMISSION 501 OLSON DR STE 210 PAPILLION, NE 68046	N/A	GOVERNMENTAL	PUBLIC ART INSTALLATION	64,731.
ST.PATRICK CATHOLIC CHURCH 6111 MORRILL AVE LINCOLN, NE 68507	N/A	509 (A)(1)	EXPANSION OF FACILITIES	2,000.
OMAHA YOUTH FOR CHRIST PO BOX 160 OMAHA, NE 68101	N/A	509 (A)(1)	NEED IN THE OMAHA, NE AREA	2,000.
		(
Total from continuation sheets				

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	MIDLANDS COMMUNITY FOUNDATION	<input checked="" type="checkbox"/> 51-0191738
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	945 NORTH ADAMS, NO. 7	<input type="checkbox"/>
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PAPILLION, NE 68046	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

TONEE GAY

- The books are in the care of ► **945 NORTH ADAMS STREET, SUITE 7 - PAPILLION, NE 68046**

Telephone No. ► **402-991-8027**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year ☐ or
- ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)