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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation AMERICA FIRST FOUNDATION		A Employer identification number 01-0658759
Number and street (or P.O. box number if mail is not delivered to street address) 1004 FARNAM STREET, SUITE 400		B Telephone number 402-444-1630
City or town, state, and ZIP code OMAHA, NE 68102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,249,541. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		953.	953.	953.	STATEMENT 1
4 Dividends and interest from securities		35,171.	35,171.	35,171.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		103,009.			
b Gross sales price for all assets on line 6a		406,520.			
7 Capital gain net income (from Part IV, line 2)			103,009.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less cost of goods sold					
c Gross profit or (loss)					
11 Other income		<15.>	0.	<15.>	STATEMENT 3
12 Total. Add lines 1 through 11		139,118.	139,133.	36,109.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		450.	0.	0.	0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		2,236.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		15,156.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		17,842.	0.	0.	0.
25 Contributions, gifts, grants paid		410,750.			410,750.
26 Total expenses and disbursements. Add lines 24 and 25		428,592.	0.	0.	410,750.
27 Subtract line 26 from line 12		<289,474.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			139,133.		
c Adjusted net income (if negative, enter -0-)				36,109.	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			14,746.	36,114.	36,114.
	2 Savings and temporary cash investments			153,362.	158,023.	158,023.
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock	STMT 8		718,933.	536,812.	775,191.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other	STMT 9		348,899.	245,610.	280,213.
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			1,235,940.	976,559.	1,249,541.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			1,235,940.	976,559.	
	25 Temporarily restricted					
	26 Permanently restricted					
	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			1,235,940.	976,559.		
31 Total liabilities and net assets/fund balances			1,235,940.	976,559.		

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	1,235,940.
2 Enter amount from Part I, line 27a	2	<289,474.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	30,093.
4 Add lines 1, 2, and 3	4	976,559.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	976,559.

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		
b SCHEDULE K-1 FROM ATAX		P		
c SCHEDULE K-1 FROM ATAX		P		
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 406,121.		303,511.	102,610.
b 336.			336.
c 63.			63.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			102,610.
b			336.
c			63.
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	103,009.
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	336.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	308,775.	1,693,187.	.182363
2010	316,658.	1,693,029.	.187036
2009	79,600.	1,763,578.	.045136
2008	105,153.	1,831,375.	.057418
2007	109,293.	950,708.	.114960

2 Total of line 1, column (d)	2	.586913
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	.117383
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,457,459.
5 Multiply line 4 by line 3	5	171,081.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,391.
7 Add lines 5 and 6	7	172,472.
8 Enter qualifying distributions from Part XII, line 4	8	410,750.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,391.
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	1,391.
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	1,391.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6a	1,411.
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	1,411.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	8.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	12.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax		11	0.
12. Refunded			

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
1c 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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) <input type="checkbox"/> 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 2012 or the taxable year beginning in 2012 (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 ► WWW.AM1STFOUNDATION.ORG	13	X	
14	The books are in care of ► LISA Y ROSKENS Telephone no ► 402-444-1630 Located at ► 1004 FARNAM STREET, SUITE 400, OMAHA, NE ZIP+4 ► 68102			
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 2012, 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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 2012 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 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

SEE STATEMENT 10

☒ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
LISA Y ROSKENS 1004 FARNAM STREET, SUITE 400 OMAHA, NE 68102	PRESIDENT 0.10	0.	0.	0.
MICHAEL J DRAPER 1004 FARNAM STREET, SUITE 400 OMAHA, NE 68102	SECRETARY/TREASURER 0.10	0.	0.	0.
MICHAEL B YANNEY WOODMAN TOWER 2850 OMAHA, NE 68102	DIRECTOR 0.10	0.	0.	0.
MARK A HIATT 1004 FARNAM STREET, SUITE 400 OMAHA, NE 68102	DIRECTOR 0.10	0.	0.	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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,315,572.
b	Average of monthly cash balances	1b	164,082.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,479,654.
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	1,479,654.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,195.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,457,459.
6	Minimum investment return. Enter 5% of line 5	6	72,873.

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	72,873.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,391.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,391.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,482.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	71,482.
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	71,482.

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	410,750.
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	410,750.
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	1,391.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	409,359.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				71,482.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				226,138.
f Total of lines 3a through e	226,138.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 410,750.				
a Applied to 2011, 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 2012 distributable amount				71,482.
e Remaining amount distributed out of corpus	339,268.			
5 Excess distributions carryover applied to 2012 (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	565,406.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	565,406.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	226,138.			
e Excess from 2012	339,268.			

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year				
BEMIS CENTER FOR CONTEMPORARY ARTS 724 SOUTH 12TH STREET OMAHA, NE 68102	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	10,000.
DEVELOPING RELATIONSHIPS THROUGH EDUCATION AND MENTORING 17007 LOCUST STREET OMAHA, NE 68116	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	1,000.
FONTENELLE NATURE ASSOCIATION 1111 BELLEVUE BLVD NORTH BELLEVUE, NE 68005	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	2,500.
GLOBAL MINISTRIES FELLOWSHIP PO BOX 1150 CORDOVA, TN 38088	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	1,000.
GOODWILL INDUSTRIES, INC 4805 NORTH 72ND STREET OMAHA, NE 68134	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	5,000.
Total	SEE CONTINUATION SHEET(S)			410,750.
b Approved for future payment				
NONE				
Total				0.

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
HERITAGE SERVICES 8805 INDIAN HILLS DRIVE OMAHA, NE 68114	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	25,000.
HORATIO ALGER ASSOCIATION OF DISTINGUISHED AMERICAN CITIZENS 99 CANAL CENTER PLAZA, STE 320 ALEXANDRIA, VA 22314	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	50,000.
BUILDING BRIGHT FUTURES 1004 FARNAM STREET, STE 102 OMAHA, NE 68102	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	50,000.
CREIGHTON UNIVERSITY 2500 CALIFORNIA STREET OMAHA, NE 68178	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	20,000.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD, 2ND FLOOR BETHESDA, MD 20814	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	3,000.
DURHAM MUSEUM 801 S 10TH STREET OMAHA, NE 68102	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	10,000.
SALVATION ARMY 3612 CUMING STREET OMAHA, NE 68131	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	1,000.
YOUTH CARE AND BEYOND 2819 SOUTH 125TH AVENUE, STE 276 OMAHA, NE 68144	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	1,000.
GREATER OMAHA CHAMBER FOUNDATION 1301 HARNEY STREET OMAHA, NE 68102	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	2,500.
PARTNERSHIP FOR ALL OUR KIDS 1004 FARNAM STREET, STE 300 OMAHA, NE 68102	NONE	IRC SEC. 509(A)(3) TYPE I	SUPPORT FOR OPERATIONS	15,000.
Total from continuation sheets				391,250.

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
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68134	NONE	IRC SEC. 509(A)(2)	SUPPORT FOR OPERATIONS	11,000.
OFFUTT ADVISORY COUNCIL 702 FORT CROOK ROAD BELLEVUE, NE 68005	NONE	IRC SEC. 501(C)(4)	SUPPORT FOR OPERATIONS	35,000.
OMAHA EQUESTRIAN FOUNDATION 1004 FARNAM STREET, STE 400 OMAHA, NE 68102	NONE	IRC SEC. 509(A)(2)	SUPPORT FOR OPERATIONS	10,000.
OMAHA SPORTS COMMISSION 500 ENERGY PLAZA, 409 S 17 ST OMAHA, NE 68102	NONE	IRC SEC. 509(A)(2)	SUPPORT FOR OPERATIONS	5,000.
OMAHA SUMMER ARTS FESTIVAL PO BOX 31036 OMAHA, NE 68131	NONE	IRC SEC. 509(A)(2)	SUPPORT FOR OPERATIONS	1,250.
OMAHA PUBLIC LIBRARY FOUNDATION 215 SOUTH 15TH STREET OMAHA, NE 68102	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	1,500.
OMAHA PERFORMING ARTS SOCIETY 1200 DOUGLAS ON THE MALL OMAHA, NE 68102	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	12,500.
SEMPER FI FUND - INJURED MARINE 825 COLLEGE BLVD, STE 102 PMB 609 OCEANSIDE, CA 92057	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	2,000.
UNIVERSITY OF NEBRASKA HUSKERS ATHLETIC FUND BOX 880154, ONE MEMORIAL STADIUM LINCOLN, NE 68588	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	25,000.
UNIVERSITY OF NEBRASKA FOUNDATION PO BOX 82555 OMAHA, NE 68501	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	5,000.
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
UNIVERSITY OF NEBRASKA OMAHA ALUMNI ASSOCIATION 6705 DODGE STREET OMAHA, NE 68182	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	2,500.
WOUNDED WARRIORS FAMILY SUPPORT 920 SOUTH 107TH AVENUE OMAHA, NE 68114	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	2,000.
YFC, INC. 1124 NORTH HAPPY HOLLOW OMAHA, NE 68132	NONE	IRC SEC. 509(A)(2)	SUPPORT FOR OPERATIONS	2,500.
YANNEY HERITAGE PARK C/O KEARNEY COMMUNITY FOUNDATION 1007 SECOND AVENUE KEARNEY, NE 66847	NONE	IRC SEC. 509(A)(3) TYPE III	SUPPORT FOR OPERATIONS	25,000.
YMCA OF GREATER OMAHA 430 SOUTH 20TH STREET OMAHA, NE 68102	NONE	IRC SEC. 509(A)(2)	SUPPORT FOR OPERATIONS	1,000.
INCOMMON COMMUNITY DEVELOPMENT 1258 SOUTH 13TH STREET OMAHA, NE 68108	NONE	IRC SEC. 509(A)(2)	SUPPORT FOR OPERATIONS	1,000.
JOHNNY RODGERS YOUTH FOUNDATION C/O TOM SHOTKOSKI AND ASSOCIATES 3031 O STREET, #100 LINCOLN, NE 68510	NONE	IRC SEC. PRIVATE FOUNDATION	SUPPORT FOR OPERATIONS	2,500.
KNIGHTS OF AR-SAR-BEN FOUNDATION 8707 WEST CENTER ROAD OMAHA, NE 68124	NONE	IRC SEC. 509(A)(2)	SUPPORT FOR OPERATIONS	5,000.
NEBRASKA EDUCATIONAL TELEVISION 1800 NORTH 33RD STREET LINCOLN, NE 68503	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	18,000.
NEBRASKA GAME AND PARKS FOUNDATION PO BOX 27740 OMAHA, NE 68124	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	25,000.
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
NEBRASKA LAND TRUST 233 SOUTH 13TH STREET, #1712 LINCOLN, NE 68508	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	10,000.
NEBRASKA MEDICAL CENTER 2811 NORTH 45TH STREET OMAHA, NE 68104	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	5,000.
NEBRASKA MEDICAL CENTER - CANEDY SCHOLARSHIP 987421 NEBRASKA MEDICAL CENTER OMAHA, NE 68198	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	5,000.
OMAHA COMMUNITY FOUNDATION 302 SOUTH 36TH STREET, STE 100 OMAHA, NE 68131	NONE	IRC SEC. 509(A)(1)	SUPPORT FOR OPERATIONS	1,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
2012 SCHEDULE K	636.
CHARLES SCHWAB	317.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	953.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	35,171.	0.	35,171.
TOTAL TO FM 990-PF, PART I, LN 4	35,171.	0.	35,171.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SCHEDULE K-1 BOX 11A	<15.>	0.	<15.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<15.>	0.	<15.>

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	450.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	450.	0.	0.	0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX PAID	2,236.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,236.	0.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	14,825.	0.	0.	0.
WEB CHARGES	33.	0.	0.	0.
ADR FEE	137.	0.	0.	0.
BANK CHARGES	134.	0.	0.	0.
MISCELLANEOUS	27.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	15,156.	0.	0.	0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

7

DESCRIPTION

AMOUNT

INCOME REPORTED IN 2011 FOR TAX PURPOSES BOOK REPORTED IN 2012

3,014.

BASIS ADJUSTMENT TO ATAX PUBLIC TRADED PTSHP BUCS

14,080.

TYCO SPIN-OFF - VALUE OF ADT SHARES RECEIVED

12,999.

TOTAL TO FORM 990-PF, PART III, LINE 3

30,093.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES - 715 SHARES	38,330.	46,833.
BECTON DICKINSON & CO - 550 SHARES	36,476.	43,005.
AUTO DATA PROCESSING - 935 SHARES	35,257.	53,230.
DIAGEO PLC NEW ADR - 301 SHARES	16,298.	35,091.
GENERAL ELECTRIC - 2,141 SHARES	29,411.	44,940.
HONEYWELL INT'L - 736 SHARES	21,681.	46,714.
MICROSOFT CORP - 2,075 SHARES	48,007.	55,423.
ROCKWELL COLLINS INC - 700 SHARES	25,680.	40,719.
SIGMA ALDRICH CORP - 621 SHARES	25,418.	45,693.
TYCO INTL LTD NEW - 1,690 SHARES	19,877.	49,433.
CHEVRON CORPORATION - 427 SHARES	29,379.	46,176.
CME GROUP INC CL A - 625 SHARES	37,309.	31,669.
GOOGLE INC CLASS A - 65 SHARES	25,334.	45,980.
SCHLUMBERGER LTD - 735 SHARES	35,324.	50,934.
BERKLEY WR CORPORATION - 1,540 SHARES	50,012.	58,120.
TESCO PLC SPONSORED - 2,530 SHARES	50,020.	41,947.
ADT CORP - 845 SHARES	12,999.	39,284.
MOODYS CORPORATION - 1,585 SHARES	0.	0.
WALGREENS COMPANY - 1,310 SHARES	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	536,812.	775,191.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMER 1ST TAX EX INVTRS LP - 15,050 BUCS	COST	82,389.	100,384.
ISHARES TR BARCLAYS TIPS	COST	74,718.	90,450.
MFA FINANCIAL INC	COST	18,833.	19,732.
ISHARES TR BARCLAYS BOND	COST	69,670.	69,647.
TOTAL TO FORM 990-PF, PART II, LINE 13		245,610.	280,213.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 10

GRANTEE'S NAME

OFFUTT ADVISORY COUNCIL

GRANTEE'S ADDRESS702 FORT CROOK ROAD
BELLEVUE, NE 68005GRANT AMOUNTDATE OF GRANTAMOUNT EXPENDED

35,000.

PURPOSE OF GRANT

TO SUPPORT OPERATIONS

DATES OF REPORTS BY GRANTEE

NOT CONSIDERED NECESSARY

ANY DIVERSION BY GRANTEE

NONE

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LISA Y ROSKENS
1004 FARNAM STREET, SUITE 400
OMAHA, NE 68102

TELEPHONE NUMBER

402-444-1630

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE SUBMITTED IN LETTER FORM AND INCLUDE GENERAL INFORMATION ABOUT THE ORGANIZATION, ITS ACTIVITIES AND THE AMOUNT OF FUNDING REQUESTED. THEY SHOULD ALSO CONFIRM THEIR STATUS AS A 501(C)(3).

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTIONS ARE SET UP AT THE DISCRETION OF THE BOARD MEMBERS. FACTORS AFFECTING THEIR DECISION INCLUDE AVAILABLE FUNDING AND THE MISSION OF THE ORGANIZATION RECEIVING THE GRANT.