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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 Mutual of Omaha Foundation		A Employer identification number 20-2176636
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (866) 663-8665
City or town, state, and ZIP code Omaha Nebraska 68175		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 43,724,180	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	7,000,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,959	3,959		
	4 Dividends and interest from securities	976,373	976,373		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		3,028,395		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	7,980,332	4,008,727	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,078	12,078	12,078	
	24 Total operating and administrative expenses. Add lines 13 through 23	12,078	12,078	12,078	
	25 Contributions, gifts, grants paid	1,907,693			1,907,693
26 Total expenses and disbursements. Add lines 24 and 25	1,919,771	12,078	12,078	1,907,693	
27 Subtract line 26 from line 12	6,060,561				
a Excess of revenue over expenses and disbursements		3,996,649			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		95,758	69,293	69,293
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶		1,579	7,040,000	7,040,000
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		34,282,663	36,614,887	36,614,887
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		34,380,000	43,724,180	43,724,180
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ Taxes Payable)		5,072	16,384	
	23	Total liabilities (add lines 17 through 22)		5,072	16,384	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted		34,374,928	43,707,796	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		34,374,928	43,707,796	
	31	Total liabilities and net assets/fund balances (see instructions)		34,380,000	43,724,180	

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	34,374,928
2	Enter amount from Part I, line 27a	2	6,060,561
3	Other increases not included in line 2 (itemize) ▶ Net Realized Gains on Investments	3	3,838,853
4	Add lines 1, 2, and 3	4	44,274,342
5	Decreases not included in line 2 (itemize) ▶ Realized Losses on Investments, Taxes	5	566,546
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	43,707,796

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 Securities Held by Merrill Lynch		P	Various	Various
b Securities Held by Merrill Lynch		P	Various	Various
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 3,003,250			3,003,250
b 25,145			25,145
c			
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))
(l) 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			3,003,250
b			25,145
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	3,028,395
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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	2,887,364	37,091,321	0.077845
2010	2,751,639	31,004,042	0.088751
2009	4,084,916	26,587,834	0.153639
2008	2,861,733	27,837,254	0.102802
2007	1,925,319	10,254,926	0.187746

2 Total of line 1, column (d)	2	0.610783
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.122157
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	36,334,722
5 Multiply line 4 by line 3	5	4,438,541
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	39,966
7 Add lines 5 and 6	7	4,478,507
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	1,907,693

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 80,000

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

8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** 67

Refunded

Part VII-A Statements Regarding Activities

1 a 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?

	Yes	No
1a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b		X
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If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file **Form 1120-POL** for this year?

1c		X
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ☐ \$ (2) On foundation managers ☐ \$e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2		X
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If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3		X
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4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a		X
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b If "Yes," has it filed a tax return on **Form 990-T** for this year?

4b	N/A	
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5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5		X
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If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6	X	
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7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.

7	X	
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8 a Enter the states to which the foundation reports or with which it is registered (see instructions)

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b	X	
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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

9		X
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10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10	X	
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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.mutualofomahafoundation.org	13	X	
14	The books are in care of Michael J Jareske Telephone no (402) 351-2900 Located at Mutual of Omaha Plaza, Omaha, NE ZIP+4 68175			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 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	N/A
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 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	N/A
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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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?☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Schedule 4				

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	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	35,650,509
b	Average of monthly cash balances	1b	1,237,534
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	36,888,043
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	36,888,043
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	553,321
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,334,722
6	Minimum investment return. Enter 5% of line 5	6	1,816,736

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	1,816,736
2a	Tax on investment income for 2012 from Part VI, line 5	2a	79,933
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	79,933
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,736,803
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,736,803
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,736,803

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	1,907,693
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,907,693
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,907,693

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				1,736,803
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,425,534			
b From 2008	1,488,817			
c From 2009	2,771,331			
d From 2010	1,243,002			
e From 2011	1,098,502			
f Total of lines 3a through e	8,027,186			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,907,693				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,736,803
e Remaining amount distributed out of corpus	170,890			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,198,076			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,425,534			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,772,542			
10 Analysis of line 9				
a Excess from 2008	1,488,817			
b Excess from 2009	2,771,331			
c Excess from 2010	1,243,002			
d Excess from 2011	1,098,502			
e Excess from 2012	170,890			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

[illegible]

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>	None	All Public Foundations	See Schedule 6	1,907,693
Total			▶ 3a	1,907,693
b <i>Approved for future payment</i>	None	All Public Foundations	See Schedule 7	630,000
Total			▶ 3b	630,000

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

SCHEDULE 1
Page 1 of 4
OMB No 1545-0047

2012

Name of the organization

Mutual of Omaha Foundation

Employer identification number

20-2176636

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☒ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization
Mutual of Omaha Foundation

Employer identification number
20-2176636

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization Mutual of Omaha Foundation	Employer identification number 20-2176636
--	--

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ 0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For. Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

Mutual of Omaha Foundation #20-2176636
Form 990-PF
Index
2012

**Schedule
Number**

1	(4 Pages)	Schedule B - Contributors
2		Investments - Regulated Investment Companies
3		Part VII-A - Question 10
4		Part VIII - Information about Officers & Directors
5		Part XV - Question 2b and 2d
6	(3 Pages)	Part XV - Grants and Contributions Paid - Details
7		Part XV - Grants and Contributions Committed - Details
8		Form 2220, Underpayment of Estimated Tax by Corporations

SCHEDULE 2

Mutual of Omaha Foundation #20-2176636
Form 990-PF
Investments - Regulated Investment Companies
2012

<u>Form 990-PF, Line 13</u>	<u>Beginning of Tax Year Market Value</u>	<u>End of Tax Year Market Value</u>
Merrill Lynch Investments	<u>34,282,663.51</u>	<u>36,614,887.01</u>
Investments - Regulated Investment Companies	<u>34,282,663.51</u>	<u>36,614,887.01</u>

SCHEDULE 3

**Mutual of Omaha Foundation #20-2176636
Form 990-PF
Part VII-A - Question 10
2012**

Question 10

**Mutual of Omaha Insurance Company
Mutual of Omaha Plaza
Omaha, NE 68175**

Mutual of Omaha Foundation # 20-2176636

Form 990-PF

Part VIII, Information About Officers, Directors, Trustees, Foundation Managers,
Highly Paid Employees, and Contractors

Name and Address	Title and Average Hours Per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans and Deferred Compensation	Expense Account, Other Allowances
Christine D. Johnson Mutual of Omaha Plaza Omaha, NE 68175	President, Secretary, Director 40 hours	None	None	None
Richard A. Witt Mutual of Omaha Plaza Omaha, NE 68175	Vice-President, Director - .5 hours	None	None	None
Michael C. Weekly Mutual of Omaha Plaza Omaha, NE 68175	Treasurer, Director -.5 hours	None	None	None
Jeffrey R. Schmid Mutual of Omaha Plaza Omaha, NE 68175	Director - .5 hours	None	None	None
Dana E. Washington Mutual of Omaha Plaza Omaha, NE 68175	Director - .5 hours	None	None	None
Laura A. Fender Mutual of Omaha Plaza Omaha, NE 68175	Director - .5 hours	None	None	None
Stacy A. Scholtz Mutual of Omaha Plaza Omaha, NE 68175	Director - .5 hours	None	None	None

Mutual of Omaha Foundation, EIN 20-2176636
Form 990-PF
Part XV – Supplementary Information

Question 2b

The Foundation does require a grant agreement which specifies the respective responsibilities of the Foundation and the recipient; obligates the recipient to use the grant funds only for the purposes for which the grant was made; provides for periodic written reports concerning the use of the grant funds; requires a final written report and accounting of how grant funds were used; and acknowledges the authority of Mutual of Omaha Foundation to withhold and/or recover grant funds in case such funds are, or appear to be, misused.

As noted in Question 2d below, the Foundation's sole activity will be to make grants to other organizations which are exempt from taxation under Section 501(c)(3) in order to carry out its philanthropic objectives. In general, an organization seeking a grant from the Foundation will be required to submit an online application to the Foundation, which application may include the following information:

- Name, address, phone number and contact person of the organization.
- Mission of the organization.
- Description of the project for which grant funds are being requested.
- Names of the organization's board of directors.
- Verification of the organization's tax-exempt status.
- A current financial statement.
- Cost of the proposed project and the amount being sought from the Foundation.
- Budget for the proposed project.
- Organization's budget.
- A list of other sources of support and the amounts and types of their donations.
- An explanation of whether this is an ongoing activity or a one-time project.

Question 2d

The Foundation currently intends that its sole activity will be to make grants to other organizations which are exempt from taxation under Section 501(c)(3) in order to carry out the philanthropic objectives of Mutual of Omaha Insurance Company. The Foundation may also use its funds to engage directly in other 501(c)(3) exempt activities. The Foundation's mission is to prevent and break the cycle of poverty for families in the Omaha metropolitan area. The Foundation intends to focus its philanthropy in the Omaha community within the following areas:

- Preventing and ending homelessness through support of programs that focus on homeless prevention, emergency shelter and food.
- Encouraging self-sufficiency through support of programs that focus on literacy and language proficiency, workforce development, financial literacy and behavioral health.
- Providing education support through support of programs that address early childhood education and preparedness for graduation.
- Preventing and ending violence through support of programs that focus on youth violence and domestic abuse.
- Supporting projects that improve the community and provide enhanced quality of life.

Mutual of Omaha Foundation #20-2176636		
Form 990-PF		
Part XV - Grants and Contributions Paid - Details		
Payable To	Date	Amount
Archbishop Bergan Catholic	04/01/12	\$1,000.00
Augustana Rock Island	04/01/12	\$100.00
Bellevue University	04/01/12	\$100.00
Brownell-Talbot School	04/01/12	\$1,400.00
Buena Vista University	04/01/12	\$50.00
Christendom Educational Corpor	04/01/12	\$500.00
College of Saint Mary	04/01/12	\$75.00
College of St Benedict	04/01/12	\$50.00
College of William & Mary	04/01/12	\$1,000.00
Colorado State University	04/01/12	\$50.00
Creighton Preparatory School	04/01/12	\$475.00
Damien High School	04/01/12	\$1,000.00
Exeter Milligan Public Schools	04/01/12	\$1,000.00
Fordham University	04/01/12	\$500.00
Grace University	04/01/12	\$2,000.00
Gross Catholic High School	04/01/12	\$1,525.00
Kansas State University	04/01/12	\$75.00
Kuemper Catholic High School	04/01/12	\$80.00
Lawrence University of Wisconsin	04/01/12	\$1,000.00
Linfield College	04/01/12	\$200.00
Luther College	04/01/12	\$300.00
Marian High School	04/01/12	\$2,631.67
Mercy High School	04/01/12	\$4,450.00
Mass Liberal Arts	04/01/12	\$200.00
Missouri Western	04/01/12	\$40.00
Msgr McClancy Memorial HS	04/01/12	\$1,000.00
Mt Michael Benedictine	04/01/12	\$1,000.00
New York University	04/01/12	\$100.00
North Park University	04/01/12	\$100.00
Northwest Missouri State	04/01/12	\$1,000.00
Olivet Nazarene University	04/01/12	\$950.00
Omaha Christian Academy	04/01/12	\$200.00
Pius X High School	04/01/12	\$225.00
Pomona College	04/01/12	\$150.00
Simpson College	04/01/12	\$250.00
Rockhurst University	04/01/12	\$150.00
Roncalli High School	04/01/12	\$2,500.00
Skutt High School	04/01/12	\$1,000.00
St. Edmond High School	04/01/12	\$250.00
St. John's University	04/01/12	\$50.00
Thomas Aquinas College	04/01/12	\$500.00
Trevor Day School	04/01/12	\$1,000.00
University of Iowa Foundation	04/01/12	\$100.00
University of Nebraska	04/01/12	\$1,500.00
University of Notre Dame	04/01/12	\$55.00
University of South Dakota	04/01/12	\$100.00
Doane College	04/01/12	\$2,000.00
Creighton University	04/01/12	\$1,283.33
Bishop Neumann Catholic HS	08/24/12	\$1,000.00
100 Black Men of Omaha	12/10/2012	\$7,500.00
Americans for Oxford, Inc	12/10/2012	\$200.00
Avenue Scholars	09/04/2012	\$50,000.00
Big Brothers Big Sisters Of The Midlands	09/04/2012	\$15,000.00
Boy Scouts Of America, Mid-America Council	09/04/2012	\$10,000.00
Briar Cliff University	12/10/2012	\$5,000.00
Cancer Center of Santa Barbara	12/10/2012	\$5,000.00
Casa For Douglas County	09/04/2012	\$15,000.00

Mutual of Omaha Foundation #20-2176636		
Form 990-PF		
Part XV - Grants and Contributions Paid - Details		
Payable To	Date	Amount
Catholic Charities	09/04/2012	\$15,000.00
College Possible	12/10/2012	\$10,000 00
Community Education Foundation Inc	12/10/2012	\$20,000 00
Completely Kids	09/04/2012	\$20,000.00
Creighton University	12/10/2012	\$300,000.00
Creighton University	12/10/2012	\$5,000 00
Dolphin Scholarship Foundation	12/10/2012	\$200.00
Family Housing Advisory Services Inc	12/10/2012	\$15,000.00
Father Flanagans Boys Home	12/10/2012	\$200,000.00
Girl Scouts Spirit of Nebraska	12/10/2012	\$10,000.00
Girls Incorporated in Omaha	12/10/2012	\$15,000.00
Goodwill Industries, Inc	01/24/2012	\$25,000.00
Habitat For Humanity of Omaha, Inc.	09/04/2012	\$50,000.00
HALO	12/10/2012	\$10,000 00
Heart Ministry Center	12/10/2012	\$25,000.00
Heartland Family Service	09/04/2012	\$25,000 00
Heartland Hope Mission	09/04/2012	\$10,000 00
Heritage Services	12/10/2012	\$50,000.00
Heritage Services	12/10/2012	\$100,000 00
Heritage Services	12/10/2012	\$5,000.00
Hope Center, Inc	09/04/2012	\$50,000.00
inCOMMON Community Development	12/10/2012	\$20,000 00
Interchurch Ministries Of Nebraska	09/04/2012	\$5,000.00
Joslyn Art Museum	12/10/2012	\$40,000 00
Junior Achievement Of The Midlands Inc	09/04/2012	\$5,000 00
Kids Can Community Center	12/10/2012	\$10,000.00
Lane Tech Alumni Association Inc	12/10/2012	\$200.00
Luther College	12/10/2012	\$5,000 00
Lutheran Family Services of Nebraska	12/10/2012	\$20,000.00
Lutheran Family Services of Nebraska	12/10/2012	\$20,000 00
Mount St. Michael Academy	12/10/2012	\$2,000 00
Naval Historical Foundation	12/10/2012	\$100.00
Naval Institute Foundation	12/10/2012	\$100.00
Naval Submarine League	12/10/2012	\$200.00
Omaha Street School	12/10/2012	\$15,000.00
Omaha Symphony Association	12/10/2012	\$50,000 00
President and Fellows of Harvard College	12/10/2012	\$200 00
Release Ministries Inc	12/10/2012	\$15,000.00
Rescue Mission, Inc.	12/10/2012	\$25,000.00
Santa Fe Chamber Music Festival	10/26/2012	\$5,000.00
Seton Hall University	12/10/2012	\$2,000 00
St. Augustine Indian Mission School	12/10/2012	\$20,000.00
Submarine Force Library & Museum Association	12/10/2012	\$100 00
Talbot Hospice Foundation	12/10/2012	\$1,000.00
Telluride Adaptive Sports Program	12/10/2012	\$1,000 00
Texas Scottish Rite Hospital for Children	12/10/2012	\$1,000.00
The Children's Scholarship Fund	09/04/2012	\$20,000.00
The Durham Museum	12/10/2012	\$50,000.00
The Fund for American Studies	12/10/2012	\$1,500 00
The Partnership For Our Kids	09/04/2012	\$50,000 00
The Salvation Army Western Division	09/04/2012	\$25,000.00
Together	12/10/2012	\$25,000.00
Trustees of Tufts College	12/10/2012	\$200.00
U S. Naval Academy Foundation	12/10/2012	\$3,500 00
United Way of the Midlands	12/10/2012	\$323,928.00
University of Kansas School of Business	12/10/2012	\$1,500 00

Mutual of Omaha Foundation #20-2176636		
Form 990-PF		
Part XV - Grants and Contributions Paid - Details		
Payable To	Date	Amount
Urban League of Nebraska	12/10/2012	\$15,000.00
Women's Center for Advancement	12/10/2012	\$25,000.00
Total 2012 Donations		1,907,693.00

2012 Commitments Made

Schedule 7

<u>Payee Organization</u>	<u>Request Project Title</u>	<u>Committed in 2012</u>	<u>Paid in 2013</u>	<u>Future Commitments</u>	<u>Tax Status 1</u>	<u>Tax Status 2</u>
Children's Respite Care Center	Capital Campaign	\$500,000 00	\$500,000 00	None	501(c)(3)	509(a)(1)
Stephen Center	Capital Campaign	\$100,000 00	\$100,000 00	None	501(c)(3)	509(a)(1)
HALO	End of Year Giving	\$10,000 00	\$10,000 00	None	501(c)(3)	509(a)(1)
Food Bank of the Heartland	End of Year Giving	\$10,000 00	\$10,000 00	None	501(c)(3)	509(a)(1)
Father Flanagan's Boys Home	End of Year Giving	\$10,000 00	\$10,000 00	None	501(c)(3)	509(a)(1)
		<u>\$630,000 00</u>	<u>\$630,000 00</u>			