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Form 990-PF
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

GIBSON FOUNDATION

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

PO BOX 146

Room/suite

City or town, state, and ZIP code

PLYMOUTH IN 46563

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

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ **2,031,141**J Accounting method. Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

35-1422779

B Telephone number (see instructions)

574-936-2122C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the
85% test, check here and attach computation ► E If private foundation status was terminated under
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses** (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	6	6		
4 Dividends and interest from securities	58,040	58,040		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	Stmt 1	38,985		
b Gross sales price for all assets on line 6a	115,754			
7 Capital gain net income (from Part IV, line 2)		30,754		
8 Net short-term capital gain			0	
9 Income modifications				
10a 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	1 MAY 21 / 2013	97,031	88,800	0
13 Compensation of officers, directors, trustees, etc		0		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	Stmt 2	1,289	1,289	
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 (att. sch)	Stmt 3	1,359	1,359	
24 Total operating and administrative expenses.				
Add lines 13 through 23		2,648	2,648	0
25 Contributions, gifts, grants paid		93,103		93,103
26 Total expenses and disbursements. Add lines 24 and 25		95,751	2,648	0
27 Subtract line 26 from line 12.		1,280		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		86,152		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Assets	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
			0	0	0
1	Cash – non-interest-bearing		55,841	45,097	45,097
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (att. schedule) ►				
	Less allowance for doubtful accounts ►	0			
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments – US and state government obligations (attach schedule)	Stmt 4	139,831	145,683	152,539
b	Investments – corporate stock (attach schedule)	See Stmt 5	277,095	208,596	231,544
c	Investments – corporate bonds (attach schedule)				
11	Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	See Statement 6	1,293,513	1,368,184	1,601,961
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I))	1,766,280	1,767,560	2,031,141
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 ►)	0	0
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>		
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted	► <input checked="" type="checkbox"/>		
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds		1,777,488	1,777,488
	30	Paid-in or capital surplus, or land, bldg , and equipment fund			
	31	Retained earnings, accumulated income, endowment, or other funds		-11,208	-9,928
	30	Total net assets or fund balances (see instructions)		1,766,280	1,767,560
	31	Total liabilities and net assets/fund balances (see instructions)		1,766,280	1,767,560

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	1,766,280
2	Enter amount from Part I, line 27a	2	1,280
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,767,560
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,767,560

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 CAPITAL GAIN DISTRIBUTIONS:					
b GNMA FUND ADMIRAL SHARES					
c TOTAL BOND MKT INDEX ADM					
d TIFF					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b	662		662		
c	845		845		
d	29,247		29,247		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) F M V as of 12/31/69 (j) Adjusted basis as of 12/31/69 (k) Excess of col (i) over col (j), if any		
a					
b			662		
c			845		
d			29,247		
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	30,754	
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		

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	94,097	1,929,769	0.048761
2010	75,580	1,884,185	0.040113
2009	67,765	1,666,173	0.040671
2008	93,269	1,806,405	0.051632
2007	83,655	1,904,932	0.043915

2 Total of line 1, column (d)

2 0.225092

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 0.045018

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 1,994,969

5 Multiply line 4 by line 3

5 89,810

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 862

7 Add lines 5 and 6

7 90,672

8 Enter qualifying distributions from Part XII, line 4

8 93,103

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)	▶	1	862
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			
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-)			0
3	Add lines 1 and 2			862
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		862	
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	800	
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	800	
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	62	
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 2013 estimated tax ►	11	Refunded	

Part VII-A Statements Regarding Activities

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?	Yes	No
1a			<input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes	No
1b			<input checked="" type="checkbox"/>
1c	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	Yes	No
1c			<input checked="" type="checkbox"/>
c	Did the foundation file Form 1120-POL for this year?	Yes	No
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 ► \$ _____	Yes	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	Yes	No
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	Yes	No
2			<input checked="" type="checkbox"/>
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	Yes	No
3			<input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a			<input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b			<input checked="" type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	Yes	No
5			<input checked="" type="checkbox"/>
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?	Yes	No
6			<input checked="" type="checkbox"/>
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	Yes	No
7			<input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► IN	Yes	No
8b	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	Yes	No
8b			<input checked="" type="checkbox"/>
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	Yes	No
9			<input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10			<input checked="" type="checkbox"/>

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>

14 The books are in care of ► **KAREN NOLL**
PO BOX 146

Telephone no ► **574-936-2122**

15	Located at ► PLYMOUTH	IN	ZIP+4 ► 46563	► <input type="checkbox"/>
16	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		
	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	<input checked="" type="checkbox"/>	Yes

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.

1a	During the year did the foundation (either directly or indirectly)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(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		N/A	► <input type="checkbox"/>
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?		N/A	
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? If "Yes," list the years ► 20 20 20 20		<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 ► 20 20 20 20		2b	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>		5b	<input checked="" type="checkbox"/>
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? If "Yes," attach the statement required by Regulations section 53 4945–5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	<input checked="" type="checkbox"/>
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIIII 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
DAVID D GIBSON PO BOX 146	PLYMOUTH IN 46563	PRES/TREAS 8.00	0	0
VIRGINIA L GIBSON PO BOX 146	PLYMOUTH IN 46563	VP/SECRETARY 8.00	0	0
CAMERON S GIBSON PO BOX 146	PLYMOUTH IN 46563	DIRECTOR 4.00	0	0
GAYLE M ECK PO BOX 146	PLYMOUTH IN 46563	DIRECTOR 4.00	0	0

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

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

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

► 0

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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 CIVIC CONTRIBUTIONS	45,700
2 EDUCATIONAL CONTRIBUTIONS	24,620
3 EDUCATIONAL SCHOLARSHIPS	11,783
4 RELIGIOUS CONTRIBUTIONS	11,000

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

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

Amount

1 N/A	
2	
3	

All other program-related investments. See instructions

3	
Total. Add lines 1 through 3	►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,975,736
b	Average of monthly cash balances	1b	49,613
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,025,349
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,025,349
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	30,380
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,994,969
6	Minimum investment return. Enter 5% of line 5	6	99,748

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	99,748
2a	Tax on investment income for 2012 from Part VI, line 5	2a	862
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	862
3	Distributable amount before adjustments Subtract line 2c from line 1	3	98,886
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	98,886
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	98,886

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	93,103
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	93,103
b	Cash distribution test (attach the required schedule)	5	862
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	92,241
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				98,886
2 Undistributed income, if any, as of the end of 2012			11,018	
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 93,103			11,018	
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				82,085
e Remaining amount distributed out of corpus				
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				
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 Undistrubuted 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				16,801
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test – enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test – enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

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

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

N/A

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

N/A2 **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

KAREN NOLL 574-936-2122**PO BOX 146 PLYMOUTH IN 46563**

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

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c Any submission deadlines:

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

N/A

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 See Statement 7				93,103
Total			► 3a	93,103
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6	
4 Dividends and interest from securities			14	58,040	
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					38,985
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		58,046	38,985
13 Total. Add line 12, columns (b), (d), and (e)				13	97,031

(See worksheet in line 13 instructions to verify calculations)

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

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
			Sale Price	Cost			
TOTAL BOND MKT INDEX					Purchase	\$ 76,769	\$ 8,231
Various	4/26/12	\$ 85,000	\$ 85,000	\$ 85,000		\$ 0	\$ 0
Total							

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

Description	Total	Net Investment		Adjusted Net	Charitable Purpose
		\$ 1,289	\$ 1,289		
ACCOUNTING FEES	\$ 1,289				
Total	\$ 1,289			\$ 0	\$ 0

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Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				\$
INSURANCE	1,100		1,100	
SAFE DEPOSIT RENTAL	150		150	
PO BOX RENTAL	43		43	
FEDERAL TAX	-497		-497	
FEDERAL TAX ESTIMATES				
FEDERAL TAX PENALTY				
SUBSCRIPTIONS	471		471	
PRINTED CHECKS				
BUSINESS ENTITY REPORT	10		10	
MISC. EXPENSE	82		82	
Total	\$ 1,359	\$ 1,359	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VANGUARD GNMA ADMIRAL FUND	\$ 139,831	\$ 145,683	Cost	\$ 152,539
Total	\$ 139,831	\$ 145,683		\$ 152,539

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VANGUARD BOND MARKET INDEX (ADMIRAL)	\$ 277,095	\$ 208,596	Cost	\$ 231,544
Total	\$ 277,095	\$ 208,596		\$ 231,544

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TIFF INVESTMENT FUND	\$ 1,293,513	\$ 1,368,184	Cost	\$ 1,601,961
Total	\$ 1,293,513	\$ 1,368,184		\$ 1,601,961

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

Description

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

Description

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
ADAMS STREET MINISTRIES PLYMOUTH IN 46563	PO BOX 104			CIVIC	200
ALZHEIMER'S SERVICES SOUTH BEND IN 46617	922 E COLFAX AVE			CIVIC	250
ANCILLA COLLEGE DONALDSON IN 46513	PO BOX 1			EDUCATION	5,000
ANCILLA COLLEGE DONALDSON IN 46513	PO BOX 1			CIVIC	
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BALL STATE UNIVERSITY MUNCIE IN 47306	LUCINA HALL ROOM 245			SCHOLARSHIP	400
BOYS & GIRLS CLUB OF MARS PLYMOUTH IN 46563	314 E JEFFERSON			CIVIC	5,000
CASA OF MARSHALL COUNTY PLYMOUTH IN 46563	PO BOX 373			CIVIC	50
COMMUNITY RESOURCE CENTER PLYMOUTH IN 46563	PO BOX 1085			CIVIC	
CRIME STOPPERS SOUTH BEND IN 46601	701 W SAMPLE ST			CIVIC	
CULVER BOYS & GIRLS CLUB CULVER IN 46511	PO BOX 44			CIVIC	
CULVER EDUCATIONAL FDN CULVER IN 46511	1300 ACADEMY RD #153			EDUCATION	1,000
CULVER LAKE FEST FIREWORKS CULVER IN 46511	PO BOX 146			CIVIC	
ENCORE PERFORMING ARTS PLYMOUTH IN 46563	1305 W HARRISON ST			CIVIC	2,500

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
FRIENDS OF THE LIBRARY PLYMOUTH IN 46563	201 N CENTER ST			CIVIC	250
GOSHEN COLLEGE GOSHEN IN 46526	1700 S MAIN ST			SCHOLARSHIP	400
GOSHEN COLLEGE GOSHEN IN 46526	1700 S MAIN ST			SCHOLARSHIP	400
HEART AND HANDS INC PLYMOUTH ARTISTS GALLERY PLYMOUTH IN 46563	PO BOX 51			CIVIC	200
HEMINGER HOUSE PLYMOUTH IN 46563	10542 SR 17			CIVIC	500
INDIANA UNIVERSITY BLOOMINGTON IN 47405	PO BOX 4			CIVIC	250
INDIANA UNIVERSITY BLOOMINGTON IN 47405	601 E KIRKWOOD AVE			SCHOLARSHIP	400
INDIANA UNIVERSITY BLOOMINGTON IN 47405	601 E KIRKWOOD AVE			SCHOLARSHIP	400
ISU FOUNDATION TERRE HAUTE IN 47809	COLLEGE OF BUSINESS, 922			EDUCATION	1,000
ISU FOUNDATION TERRE HAUTE IN 47809	COLLEGE OF BUSINESS, 922			EDUCATION	500
IU FOUNDATION BLOOMINGTON IN 47402	PO BOX 500			EDUCATION	11,000
IU FOUNDATION BLOOMINGTON IN 47402	PO BOX 500			EDUCATION	5,000
IU FOUNDATION BLOOMINGTON IN 47402	PO BOX 500			EDUCATION	2,600
IUSB SOUTH BEND IN 46634	PO BOX 7111			SCHOLARSHIP	250
IUSB SOUTH BEND IN 46634	PO BOX 7111			SCHOLARSHIP	400

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Address	Purpose	Amount
IUSB	SOUTH BEND IN 46634			PO BOX 7111	SCHOLARSHIP	400
IUSB	SOUTH BEND IN 46634			PO BOX 7111	SCHOLARSHIP	300
IUSB	SOUTH BEND IN 46634			PO BOX 7111	SCHOLARSHIP	400
IUSB	SOUTH BEND IN 46634			PO BOX 7111	SCHOLARSHIP	333
IVY TECH COLLEGE	SOUTH BEND IN 46634			220 DEAN JOHNSON BLVD	SCHOLARSHIP	400
LAKE MAXINKUCKEE ENVIRONM	CULVER IN 46511			PO BOX 187	ENVIRONMENTAL	100
LASALLE COUNCIL BSA	SOUTH BEND IN 46617			1340 SOUTH BEND AVE	CIVIC	1,000
LASALLE COUNCIL BSA	SOUTH BEND IN 46617			1340 SOUTH BEND AVE	CIVIC	1,000
LOVEWAY	MIDDLEBURY IN 46540			54151 CR 33	CIVIC	200
MARSHALL COUNTY COMMUNITY FDN	PLYMOUTH IN 46563			2701 N MICHIGAN ST	CIVIC	
MARSHALL COUNTY HUMANE SO	PLYMOUTH IN 46563			PO BOX 22	CIVIC	250
MARSHALL COUNTY NEIGHBORH	PLYMOUTH IN 46563			402 W GARRO ST	CIVIC	1,000
MARSHALL COUNTY READING	PLYMOUTH IN 46563			1500 LAKE AVENUE	EDUCATION	100
MARSHALL-STARKE DEVELOPM	PLYMOUTH IN 46563			PO BOX 160	CIVIC	250
MEMORIAL HEALTH FDN	SOUTH BEND IN 46601			615 N MICHIGAN ST	CIVIC	500
NORTHERN INDIANA CENTER FOR HISTORY				808 W WASHINGTON	CIVIC	
SOUTH BEND IN 46601				#1 BIG RED DRIVE	EDUCATION	500
PLYMOUTH HIGH SCHOOL						
PLYMOUTH IN 46563						

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
PLYMOUTH OPTIMIST CLUB	PO BOX 337			CIVIC	250
PLYMOUTH IN 46563	16998 SR 331			ENVIRONMENTAL	1,000
POTAWATOMI WILDLIFE PARK	610 PURDUE MALL			SCHOLARSHIP	400
TIPEPECANO IN 46570	610 PURDUE MALL			SCHOLARSHIP	400
PURDUE UNIVERSITY	610 PURDUE MALL			SCHOLARSHIP	400
WEST LAFAYETTE IN 47907	610 PURDUE MALL			SCHOLARSHIP	400
PURDUE UNIVERSITY	610 PURDUE MALL			SCHOLARSHIP	400
WEST LAFAYETTE IN 47907	610 PURDUE MALL			SCHOLARSHIP	400
PURDUE UNIVERSITY	610 PURDUE MALL			SCHOLARSHIP	400
WEST LAFAYETTE IN 47907	610 PURDUE MALL			SCHOLARSHIP	400
PURDUE UNIVERSITY	610 PURDUE MALL			SCHOLARSHIP	400
WEST LAFAYETTE IN 47907	610 PURDUE MALL			SCHOLARSHIP	500
PURDUE UNIVERSITY	610 PURDUE MALL			SCHOLARSHIP	300
WEST LAFAYETTE IN 47907	55200 QUINCE RD			CIVIC	200
REINS OF LIFE	1714 HINMAN AVE			CIVIC	5,000
SOUTH BEND IN 46619	515 N STATE ST			CIVIC	7,000
SIGMA CHI FOUNDATION	PO BOX 421			RELIGIOUS	6,000
EVANSTON IL 60201	PO BOX 971			SCHOLARSHIP	250
ST ELIZABETH'S EPISCOPAL	PO BOX 971			SCHOLARSHIP	920
CULVER IN 46511	PO BOX 971			SCHOLARSHIP	250
ST THOMAS EPISCOPAL CHURC	PO BOX 971			CIVIC	
PLYMOUTH IN 46563	PO BOX 971			CIVIC	
ST. JOSEPH'S COLLEGE	PO BOX 971			CIVIC	
RENNSELAER IN 47978	PO BOX 971			CIVIC	
ST. JOSEPH'S COLLEGE	PO BOX 971			CIVIC	
RENNSELAER IN 47978	PO BOX 670			CIVIC	
THE FOUNDATION OF SJRMC	PO BOX 984			CIVIC	
PLYMOUTH IN 46563	PO BOX 984			CIVIC	
THE SALVATION ARMY	PO BOX 984			CIVIC	
INDIANAPOLIS IN 46206					

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
THE SCHOOL OF INQUIRY - PLYMOUTH UN	1 BIG RED DRIVE			EDUCATION	5,000
PLYMOUTH IN 46563					
UNITED WAY OF MARSHALL COUNTY	2701 N MICHIGAN ST			CIVIC	2,500
PLYMOUTH IN 46563					
WNIT PUBLIC TELEVISION	PO BOX 3434			CIVIC	1,000
ELKHART IN 46514	PO BOX 141				
YELLOW RIVER FESTIVAL				CIVIC	500
PLYMOUTH IN 46563					
BAHAMAS HABITAT	103 DUMBARTON COURT			CIVIC	5,500
CARY NC 27511	MASSACHUSETTS HALL			EDUCATION	2,000
HARVARD UNIVERSITY	PO BOX 1				
CAMBRIDGE MA 02138				RELIGIOUS	5,000
PHJC FOUNDATION	411 CENTRAL METHODIST SQU			SCHOLARSHIP	400
DONALDSON IN 46513					
CENTRAL METHODIST UNIVERSITY	530 N 5TH STREET			SCHOLARSHIP	400
FAYETTE MO 65248	201 E. GREENE ST.			SCHOLARSHIP	500
INDIANA STATE UNIVERSITY	2101 E COLISEUM BLVD			SCHOLARSHIP	400
TERRE HAUTE IN 47809					
GEORGIA MILITARY COLLEGE				ENVIRONMENTAL	500
MILLEDGEVILLE GA 31061					
IPFW FORT WAYNE IN 46805	1401 S US 421				
PURDUE NORTH CENTRAL	WESTVILLE IN 46391				
WYTHOUGAN VALLEY PRESERVATION COUNC	12954 6TH ROAD				
PLYMOUTH IN 46563					
Total					<u>93,103</u>

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Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
	\$ _____ 6			14	
Total	\$ _____ 6				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
GNMA FUND ADMIRAL SHARES	\$ 5,191			14	
TOTAL BOND MKT INDEX ADM	7,425			14	
TIFF	45,424			14	
Total	\$ 58,040				