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201812

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 , 2012, and ending , 20

Name of foundation: ELBA L AND GENE PORTTEUS BRANIGIN FOUNDATION INC

A Employer identification number: 35-1697364

Number and street (or P.O. box number if mail is not delivered to street address): 111 MONUMENT CIRCLE, SUITE 2700 | Room/suite

B Telephone number (see instructions): 317-684-5246

City or town, state, and ZIP code: INDIANAPOLIS IN 46204

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 5,091,981

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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).)

	Line	Description	(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)	2,370			
	2	Check ▶ ☑ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	9,080	9,080	NA	
	4	Dividends and interest from securities	154,881	154,881	NA	
	5a	Gross rents	0	0	NA	
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	120,986			
	b	Gross sales price for all assets on line 6a 1,148,469				
	7	Capital gain net income (from Part IV, line 2)		120,986		
	8	Net short-term capital gain			NA	
	9	Income modifications			NA	
	10a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		NA	
	11	Other income (attach schedule)	0	0	NA	
	12	Total. Add lines 1 through 11	287,317	284,942	NA	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	10,680	5,340	NA	5,340
	14	Other employee salaries and wages	0	0	NA	0
	15	Pension plans, employee benefits	0	0	NA	0
	16a	Legal fees (attach schedule)	23,271	7,146	NA	16,125
	b	Accounting fees (attach schedule)	0	0	NA	0
	c	Other professional fees (attach schedule)	26,096	26,096	NA	0
	17	Interest	0	0	NA	0
	18	Taxes (attach schedule) (see instructions)	6,672	6,672	NA	0
	19	Depreciation (attach schedule) and depletion	0	0	NA	
	20	Occupancy	0	0	NA	0
	21	Travel, conferences, and meetings	0	0	NA	0
	22	Printing and publications	0			0
	23	Other expenses (attach schedule)	3,735	40	NA	3,695
	24	Total operating and administrative expenses. Add lines 13 through 23	70,454	45,294	NA	25,160
	25	Contributions, gifts, grants paid	265,050			265,050
	26	Total expenses and disbursements. Add lines 24 and 25	335,504	45,294	NA	290,210
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-48,187			
	b	Net investment income (if negative, enter -0-)		237,648		
	c	Adjusted net income (if negative, enter -0-)			NA	

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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	0	0	0
2	Savings and temporary cash investments	237,268	62,779	62,779
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
4	Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
5	Grants receivable	0	0	0
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
7	Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
8	Inventories for sale or use	0	0	0
9	Prepaid expenses and deferred charges	0	0	0
10a	Investments—U.S. and state government obligations (attach schedule)	0	0	0
b	Investments—corporate stock (attach schedule)	4,176,964	4,517,723	4,883,504
c	Investments—corporate bonds (attach schedule)	359,961	145,473	145,698
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0
12	Investments—mortgage loans	0	0	0
13	Investments—other (attach schedule)	0	0	0
14	Land, buildings, and equipment: basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
15	Other assets (describe ▶ 0)	0	0	0
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,774,193	4,725,975	5,091,981
Liabilities 17	Accounts payable and accrued expenses	0	0	
18	Grants payable	0	0	
19	Deferred revenue	0	0	
20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
21	Mortgages and other notes payable (attach schedule)	0	0	
22	Other liabilities (describe ▶ 0)	0	0	
23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	4,774,193	4,725,975	
25	Temporarily restricted	0	0	
26	Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	NA	NA	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	NA	NA	
29	Retained earnings, accumulated income, endowment, or other funds	NA	NA	
30	Total net assets or fund balances (see instructions)			
31	Total liabilities and net assets/fund balances (see instructions)	4,774,193	4,725,975	

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	4,774,193
2	Enter amount from Part I, line 27a	2	-48,187
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,726,006
5	Decreases not included in line 2 (itemize) ▶ ROUNDING, BASIS ADJUSTMENTS	5	-31
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,725,975

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr)
1a	PUBLICLY TRADED SECURITIES - SEE PART IV SCHEDULE			
b				
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				
b				
c				
d				
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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
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	120,986
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	244,143	5,180,329	0 047129
2010	245,893	4,893,978	0.050243
2009	257,342	4,480,563	0.057435
2008	334,771	5,666,381	0.059080
2007	207,699	6,541,845	0 031749

2	Total of line 1, column (d)	2	0 245636
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 049127
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,098,357
5	Multiply line 4 by line 3	5	250,468
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,376
7	Add lines 5 and 6	7	252,844
8	Enter qualifying distributions from Part XII, line 4	8	290,210

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 ▶ ☐ 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	1	2,376
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,376
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,376
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,072		
b	Exempt foreign organizations—tax withheld at source — 6b: 0		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d: 0		
7	Total credits and payments. Add lines 6a through 6d	7	5,072
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	NA
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,696
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,696 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0 (2) On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $			
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.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ INDIANA			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ NONE			

14 The books are in care of ▶ EUGENE L. HENDERSON Telephone no. ▶ 317-684-5000
Located at ▶ 111 MONUMENT CIRCLE, SUITE 2700, INDIANAPOLIS, INDIANA ZIP+4 ▶ 46204

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

			Yes	No
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?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ 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)? ☑ Yes ☐ 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.) ☐ Yes ☑ 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)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		✓
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? ☐ Yes ☑ 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		✓
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? ☐ Yes ☑ 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		✓
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		✓

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**

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** ✓

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**

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 STATEMENT 19		10,680	NONE	NONE

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 ▶ NONE

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 ▶		NONE

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 *NONE*	
Total. Add lines 1 through 3 ▶	NONE

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	5,024,701
b	Average of monthly cash balances	1b	125,155
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	5,149,856
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	5,149,856
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	51,499
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,098,357
6	**Minimum investment return.** Enter 5% of line 5	6	254,918

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	254,918
2a	Tax on investment income for 2012 from Part VI, line 5 . . . 2a 2,376		
b	Income tax for 2012. (This does not include the tax from Part VI.) . . . 2b 0		
c	Add lines 2a and 2b	2c	2,376
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	252,542
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	252,542
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	252,542

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	290,210
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	290,210
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	2,376
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	287,834

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				252,542
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			223,975	
b Total for prior years: 20___,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 NONE				
b From 2008 NONE				
c From 2009 NONE				
d From 2010 NONE				
e From 2011 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 290,210				
a Applied to 2011, but not more than line 2a			223,975	
b Applied to undistributed income of prior years (Election required—see instructions)		NONE		
c Treated as distributions out of corpus (Election required—see instructions)	NONE			
d Applied to 2012 distributable amount				66,235
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount—see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				186,307
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 . . . . . . ▶ NONE

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

NONE

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

NONE

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

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

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

NA

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

NA

c Any submission deadlines:

NA

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

NA

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 *Paid during the year*				
SEE STATEMENT 20				
Total . . . . . ▶ 3a				266,050
b *Approved for future payment*				
Total . . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	9,080	
4 Dividends and interest from securities			14	154,881	
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			18	120,986	
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)				284,947	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 284,947

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NA

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	*Sharing of facilities, equipment, mailing lists, other assets, or paid employees*	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
NA			

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Eugene L Henderson | 8/08/13 | Chairman

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
STEPHEN E DEVOE	S E DeVoe	8/8/13		0302-99177R
Firm's name ▶ STEPHEN E DEVOE 111 MONUMENT CIRCLE, SUITE 2700			Firm's EIN ▶	
Firm's address ▶ INDIANAPOLIS, IN 46204			Phone no	317-684-5246

FORM 990PF, PART IV – CAPITAL GAINS AND LOSSES

PUBLICLY TRADED SECURITIES DESCRIPTION	LONG TERM CAPITAL GAIN	SHORT TERM CAPITAL GAIN	GROSS PROCEEDS
ACCOUNT 3391-7606 STEINBERG	24,082.16	2,759.99	394,699.34
ACCOUNT 2201-8635 OPENHEIMER	0.00	0.00	0.00
ACCOUNT 2219-2823 PIMCO	0.00	0.00	0.00
ACCOUNT 2254-3371 FIRST	3,781.95	0.00	0.00
ACCOUNT 3695-9645 HORIZON	11,178.03	-1,611.21	50,817.47
ACCOUNT 5091-9216 DODGE	0.00	0.00	0.00
ACCOUNT 5466-9172 TIFF	10,142.18	0.00	0.00
ACCOUNT 5756-4683 BOND	4,959.43	1,217.22	402,952.29
ACCOUNT 7203-3015 VANGUARD	9,726.76	0.00	9,726.76
ACCOUNT 6296-6871 1ST EAGLE	33,747.99	0.00	300,000
ACCOUNT 7182-4235 ALLNC BERNS	14,206.19	0.00	14,206.19
ACCOUNT 7841-1466 RS GLOBAL	308.45	0.00	308.45
ACCOUNT 5401-3380 LARGE CAP	0.00	0.00	0.00
LONG TERM CAPITAL GAIN ADJUST	22,776.36	0.00	22,776.36
TOTALS:	120,985.37	2,366.00	906,458.49

FORM 990PF, PART I, LINE 16a - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BOSE MCKINNEY & EVANS LLP	23,271.	7,146	NONE	16,125
TOTALS	23,271.	7,146.	NONE	16,125.

FORM 990PF, PART I, LINE 16c - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISERS FEES	26,096.	26,096	NONE	NONE.
TOTALS	26,096	26,096	NONE	NONE

FORM 990PF, PART I, LINE 18 - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	580	580.	NONE	NONE
FEDERAL EXCISE TAX	6,092.	6,092.	NONE	NONE
TOTALS	6,672	6,672.	NONE	NONE.

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART I, LINE 22 - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOUNDATION ASSOCIATION DUES	695	NONE.	NONE	695
POST OFFICE BOX	96	NONE	NONE	96
SECRETARIAL SERVICES	100	NONE	NONE	100
INSURANCE	2,804	NONE	NONE	2,804
WIRE TRANSFER FEE	40	40	NONE	NONE
TOTALS	3,735	40	NONE	3,695

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 3391-7606	0	0
ACCOUNT 2201-8635	227,108	182,976
ACCOUNT 2219-2823	496,697	485,984
ACCOUNT 2254-3371	259,638	230,651
ACCOUNT 3695-9645	319,314	256,317
ACCOUNT 5091-9216	233,085	284,886
ACCOUNT 5466-9172	496,381	483,514
ACCOUNT 7203-3015	528,583	512,762
ACCOUNT 6296-6871	1,075,532.	1,037,998
ACCOUNT 7182-4235	819,497	680,920
ACCOUNT 7841-1466	105,225	108,199
ACCOUNT 5401-3380	322,439	253,510
TOTALS	4,883,504	4,517,722

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
3391-7606 CLOSED	0	0

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 2201-8635	227,108	182,976

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC-OPPENHEIMER DEV
MKTS - KNALL/COHEN MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA45 2201-8635

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary and you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	1.77	1 77	0.00	0 00%
Total Net Cash Equivalents	$1.77	$1.77	$0.00	

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel.com The deposits are not covered by the Securities Investor Protection Act (SIPC). Balances in the *Program* are *insured up to the FDIC limit in each bank.*

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment¹/ Cumulative Return²	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
EUROPACIFIC GROWTH CL F2 CUSIP: 29875E100 *Dividend Option: Reinvest*	AEPFX Cash	1,936.182	41.1500 79,673.88	39.5364 76,549.73	75,000.00 4,673.88	3,124.15	1,353.39	1 70%
OPPENHEIMER DEVELOPING MARKETS CL Y CUSIP: 683974505 *Dividend Option: Reinvest*	ODVYX Cash	4,226.905	34.8800 147,434 44	25.1784 106,426.71	40,000.00 107,434.44	41,007.68	2,853.16	1 94%
Total Mutual Funds			$227,108.32	$182,976.44		$44,131.83	$4,206.55	1.85%
Total Portfolio Assets - Held at Stifel			$227,108.32	$182,976.44		$44,131.83	$4,206.55	1.85%
Total Net Portfolio Value			$227,110.09	$182,978.21		$44,131.83	$4,206.55	1.85%

¹ **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

² **Cumulative Return:** Current Value minus Original Investment. *This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of* capital gains and dividends.

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 2219-2823	496,697	485,984

STIFEL NICOLAUS

THE ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION-PIMCO ALL
ASSET - KNALL/COHEN MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA45 2219-2823

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
Total Net Cash Equivalents	$0.00	$0.00	$0.00	

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment¹/ Cumulative Return²	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
PIMCO ALL ASSET CL P CUSIP: 72201M867 *Dividend Option: Reinvest* *Original Cost: 486,105.42*	PALPX Cash	39,420.415	12.6000 496,697.22	12.3283 485,984.88	340,519.48 156,177.74	10,712.20	28,185.59	5.67%
Total Mutual Funds			$496,697.22	$485,984.88		$10,712.20	$28,185.59	5.67%
Total Portfolio Assets - Held at Stifel			$496,697.22	$485,984.88		$10,712.20	$28,185.59	5.67%
Total Net Portfolio Value			$496,697.22	$485,984.88		$10,712.20	$28,185.59	5.67%

¹ **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

² **Cumulative Return:** Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 2254-3371	259,638	230,651

STIFEL NICOLAUS

THE ELBA L & GENE PORTTEUS
BRANIGIN FNDTN - OPPENHEIMER
GOLD - KNALL/COHEN MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number: IA45 2254-3371

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns,capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	126.30	126.30	0.00	0.00%
Total Net Cash Equivalents	$126.30	$126.30	$0.00	

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel com. The deposits are not covered by the Securities Investor Protection Act (SIPC). Balances in the Program are insured up to the FDIC limit in each bank.

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
SPDR GOLD TRUST GOLD SHARES CUSIP: 78463V107	GLD Cash	867	162.0204 140,471.68	115.1658 99,848.74	40,622.94	N/A	N/A
Total Equities			$140,471.68	$99,848.74	$40,622.94	$0.00	0.00%

STIFEL NICOLAUS

THE ELBA L & GENE PORTTEUS
BRANIGIN FNDTN - OPPENHEIMER
GOLD - KNALL/COHEN MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
OPPENHEIMER GOLD & SPECIAL MINERALS CL Y CUSIP: 683910509 *Dividend Option: Reinvest*	OGMYX Cash	3,798.760	31.3700 119,167.10	34.4330 130,802.58	97,161.19 22,005.91	-11,635 55	3,441.67	2.89%
Total Mutual Funds			$119,167.10	$130,802.58		$11,635.55	$3,441.67	2.89%
Total Portfolio Assets - Held at Stifel			$259,638.78	$230,651.32		$28,987.39	$3,441.67	1.33%
Total Net Portfolio Value			$259,765.08	$230,777.62		$28,987.39	$3,441.67	1.32%

[1] Original Investment: Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends.

[2] Cumulative Return: Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 3695-9645	319,314	256,317

STATEMENT 10

STIFEL NICOLAUS

ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION INC
HORIZON MANAGED ACCOUNT
ATTN: EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA40 3695-9645

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns,capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	*Cost Basis*	*Estimated Annualized Income*	*Estimated Yield %*
CASH	56 32	56.32		
INSURED BANK PROGRAM	6,221.49	6,221 49	1.24	0.02%
Total Net Cash Equivalents	**$6,277.81**	**$6,277.81**	**$1.24**	**0.02%**

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank.

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	*Symbol/ Type*	*Quantity*	*Current Price/ Current Value*	*Average Unit Cost/ Cost Basis*	*Unrealized Gain/(-)Loss**	*Estimated Annualized Income*	*Estimated Yield %*
AUTONATION INC CUSIP: 05329W102	AN **Cash**	365	39 7000 14,490 50	21.8041 7,958.51	6,531.99	N/A	N/A
BERKSHIRE HATHAWAY INC DE CL B NEW CUSIP: 084670702	BRK/B **Cash**	63	89.7000 5,651.10	71.4121 4,498.96	1,152.14	N/A	N/A
BROOKFIELD ASSET MANAGEMENT INC VOTING SHS CL A CUSIP: 112585104	BAM **Cash**	191	36.6500 7,000.15	28.2458 5,394.94	1,605.21	106.96	1.53%
CBS CORP NEW CL B CUSIP: 124857202	CBS **Cash**	166	38 0500 6,316 30	26.8393 4,455.33	1,860.97	79.68	1.26%
CBOE HOLDINGS INC CUSIP: 12503M108	CBOE **Cash**	111	29 4600 3,270.06	25.0446 2,779.95	490.11	66.60	2 04%
CALLOWAY REAL ESTATE INVT TRUST UNIT NEW CUSIP· 131253205	CWYUF **Cash**	147	29 0000 4,263.00	29.7974 4,380.22	-117.22	229.08	5.37%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
CANADIAN NATURAL RESOURCES LIMITED CUSIP· 136385101	CNQ Cash	100	28.8700 2,887.00	29.4748 2,947 48	-60.48	42 28	1.46%
COLFAX CORP CUSIP· 194014106	CFX Cash	45	40.3500 1,815.75	36.0673 1,623.03	192.72		N/A
CONTINENTAL RESOURCES INC OKLAHOMA CUSIP. 212015101	CLR Cash	48	73.4900 3,527.52	57.9596 2,782.06	745.46	N/A	N/A
DANAHER CORP CUSIP: 235851102	DHR Cash	41	55.9000 2,291 90	51.6171 2,116.30	175.60	4.10	0.18%
DISCOVERY COMMUNICATIONS INC NEW SERIES A CUSIP· 25470F104	DISCA Cash	192	63.4800 12,188.16	40.9048 7,853 72	4,334.44	N/A	N/A
DISH NETWORK CORP CL A CUSIP: 25470M109	DISH Cash	252	36.4000 9,172.80	29.3584 7,398.32	1,774.48	252.00	2.75%
ECHOSTAR CORP CLASS A CUSIP: 278768106	SATS Cash	163	34.2200 5,577.86	36.2861 5,914.64	-336.78	N/A	N/A
EQUITY LIFESTYLE PROPERTIES INC CUSIP: 29472R108	ELS Cash	27	67.2900 1,816.83	59.9815 1,619.50	197.33	47.25	2.60%
FAIRFAX FINANCIAL HOLDING PLC SUB VOTING CUSIP: 303901102	FRFHF Cash	4	361.0000 1,444.00	377.1300 1,508.52	-64.52	40.00	2.77%
FAMILY DOLLAR STORES INC CUSIP: 307000109	FDO Cash	82	63.4100 5,199.62	67.9401 5,571.09	-371.47	68.88	1.32%
FOREST CITY ENTERPRISE CLASS A CUSIP: 345550107	FCE/A Cash	351	16 1500 5,668.65	13.9800 4,899.97	768.68	N/A	N/A
GENERAL GROWTH PPTYS INC NEW CUSIP: 370023103	GGP Cash	736	19.8500 14,609.60	12.9830 9,555.49	5,054.11	323.84	2.22%
GOOGLE INC CL A CUSIP: 38259P508	GOOG Cash	3	707.3800 2,122.14	588.7900 1,766.37	355.77		N/A
HOWARD HUGHES CORP CUSIP· 44267D107	HHC Cash	244	73.0200 17,816.88	60.2169 14,692.93	3,123.95	N/A	N/A

STIFEL NICOLAUS

ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION INC
HORIZON MANAGED ACCOUNT
ATTN: EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA40 3695-9645

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
IAC / INTERACTIVECORP PAR $ 001 CUSIP: 44919P508	IACI Cash	141	47.2420 6,661.12	45.5827 6,427.16	233.95	135.36	2.03%
JARDINE STRATEGIC HOLDINGS LIMITED BERMUDA ADR CUSIP. 471122200	JSHLY Cash	676	17 7600 12,005.76	N/A Incomplete	N/A	310.96	2 59%
LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP: 502441306	LVMUY Cash	60	37 6900 2,261.40	29.8000 1,788.00	473.40	45.70	2.02%
LENNAR CORP CUSIP: 526057104	LEN Cash	44	38 6700 1,701.48	26.4559 1,164 06	537.42	7.04	0.41%
LEUCADIA NATIONAL CORP CUSIP: 527288104	LUK Cash	483	23.7900 11,490.57	41.0124 19,809.00	-8,318.43	120.75	1.05%
LIBERTY MEDIA CORP NEW LIBERTY CAP CL A CUSIP· 530322106	LMCA Cash	323	116.0100 37,471.23	64.9895 20,991.62	16,479.57	N/A	N/A
LIBERTY INTERACTIVE CORP SER A CUSIP 53071M104	LINTA Cash	241	19.6800 4,742.88	16.0551 3,869.29	873.59	N/A	N/A
LIBERTY INTERACTIVE CORP VENTURES SER A CUSIP· 53071M880	LVNTA Cash	75	67.7600 5,082.00	53.1129 3,983.47	1,098.51	N/A	N/A
LIMITED BRANDS INC CUSIP: 532716107	LTD Cash	233	47.0600 10,964.98	41.4938 9,668.05	1,296.93	233.00	2.12%
M&T BANK CORP CUSIP: 55261F104	MTB Cash	38	98.4700 3,741.86	81.3976 3,093.11	648.75	106.40	2.84%
MARKEL CORP CUSIP· 570535104	MKL Cash	8	433.4200 3,467.36	408.5200 3,268.16	199.20	N/A	N/A
MASTERCARD INC CLASS A CUSIP. 57636Q104	MA Cash	18	491.2800 8,843.04	209.5100 3,771.18	5,071.86	21.60	0.24%
ONEX CORP SUB VTG CUSIP. 68272K103	ONEXF Cash	231	42.2700 9,764.37	38.6701 8,932.80	831.57	25.57	0.26%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ORCHARD SUPPLY HARDWARE STORES CORP CL A CUSIP: 685691404	OSH Cash	10	7.4100 74.10	58.6620 586.62	-512.57	N/A	N/A
PENNEY J C COMPANY INC CUSIP: 708160106	JCP Cash	179	19.7100 3,528.09	27.3608 4,897.59	-1,369.50	143.20	4.06%
PHILIP MORRIS INTL INC CUSIP: 718172109	PM Cash	27	83.6400 2,258.28	65.9200 1,779.84	478.44	91.80	4 07%
ROUSE PROPERTIES INC CUSIP: 779287101	RSE Cash	33	16.9200 558.36	11.3612 374.92	183 44	9 24	1.65%
SCRIPPS NETWORKS INTERACTIVE INC CUSIP: 811065101	SNI Cash	109	57 9200 6,313 28	40.1459 4,375.90	1,937.38	52.32	0.83%
SEARS CANADA INC CUSIP: 81234D109	SEARF Cash	66	10.0700 664 62	N/A Incomplete	N/A	198.77	29.91%
SEARS HOLDINGS CORP CUSIP: 812350106	SHLD Cash	156	41 3600 6,452.16	71.9701 11,227.33	-4,775.17	624.00	9.67%
SEARS HOMETOWN & OUTLET STORES INC CUSIP: 812362101	SHOS Cash	34	32 5600 1,107.04	15.0000 510.00	597.04		N/A
SIGMA ALDRICH CORP CUSIP: 826552101	SIAL Cash	53	73.5800 3,899.74	40.2798 2,134.83	1,764.91	42.40	1.09%
TOURMALINE OIL CORP CUSIP: 89156V106	TRMLF Cash	185	31.2860 5,787.91	32.6045 6,031.84	-243.95	N/A	N/A
VIACOM INC CL B NEW CUSIP: 92553P201	VIAB Cash	224	52.7400 11,813.76	47.2242 10,578.21	1,235.55	246.40	2.09%
VORNADO REALTY TRUST CUSIP: 929042109 *Original Cost: 4,820.29*	VNO Cash	60	80.0800 4,804.80	79.4803 4,768.82	35.98	165.60	3.45%
WENDYS COMPANY CUSIP: 95058W100	WEN Cash	304	4.7000 1,428.80	4.7800 1,453.12	-24.32	48.64	3.40%
WYNN RESORTS LIMITED CUSIP 983134107 *Original Cost: 2,576.97*	WYNN Cash	36	112.4900 4,049.64	64.0825 2,306.97	1,742.67	72.00	1.78%

STIFEL NICOLAUS

ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION INC
HORIZON MANAGED ACCOUNT
ATTN: EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA40 3695-9645

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
BOLLORE INVESTISSEMENT ACT CUSIP. F10659112	BOIVF Cash	8	340.1080 2,720.86	231.2425 1,849.94	870.92		N/A
GLENCORE INTL PLC ST HELIER CUSIP: G39420107	GLCNF Cash	411	5 8000 2,383.80	6.7820 2,787 41	-403.61	63 29	2.66%
RIT CAPITAL PARTNERS PLC CUSIP G75760101	RITPF Cash	432	18 7500 8,100.00	20.0627 8,667.09	-567.09	847.74	10.47%
MARKET VECTORS GAMING ETF CUSIP: 57060U829 *Original Cost. 1,797.01*	BJK Cash	115	35.4500 4,076 75	15.6000 1,794 00	2,282.75	158 93	3 90%
Total Equities			$315,349.86	$252,607.66	$50,071.68	$5,031.38	1.60%

Preferreds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ORCHARD SUPPLY HARDWARE STORES CORP PFD SER A CUSIP: 685691503	OSHSP Cash	10	1.8000 18.00	1.7880 17.88	0.07	N/A	N/A
Total Preferreds			$18.00	$17.88	$0.07	$0.00	0.00%

STIFEL NICOLAUS

ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION INC
HORIZON MANAGED ACCOUNT
ATTN: EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA40 3695-9645

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Other Investments	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Investments classified as Other Investments, such as partnerships, private equity, hedge funds, and real estate trusts, are generally illiquid, and a formal trading market may not exist. The current values shown on this statement for such investments have been provided by the management, administrator, or sponsor of each program and have not been evaluated by Stifel Nicolaus. These estimates may be generated monthly, quarterly, or less frequently, depending on the specific investment. Therefore, the values shown herein will not necessarily be realized upon the sale of the securities. If a value is not provided, such information is not currently available Unregistered securities are not covered by SIPC.							
BLACKSTONE GROUP LP UNIT REPRESENTING LTD PARTNERSHIP CUSIP. 09253U108	BX Cash	69	15 5900 1,075 71	15 5762 1,074.76	0.95	27.60	2.57%
KKR & COMPANY DEL COM UNITS CUSIP. 48248M102 *Original Cost: 1,071.97*	KKR Cash	78	15.2300 1,187.94	12.9032 1,006.45	181.49	65.52	5.52%
OAKTREE CAPITAL GROUP LLC UNIT CL A CUSIP: 674001201	OAK Cash	37	45.4900 1,683.13	43.5300 1,610.61	72.52	81 40	4.84%
Total Other Investments			$3,946.78	$3,691.82	$254.96	$174.52	4.42%
Total Portfolio Assets - Held at Stifel			$319,314.64	$256,317.36	$50,326.71	$5,205.90	1.63%
Total Net Portfolio Value			$325,592.45	$262,595.17	$50,326.71	$5,207.14	1.60%

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5091-9216	233,085	248,886

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC - DODGE & COX
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA45 5091-9216

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	0.04	0.04	0 00	0.00%
Total Net Cash Equivalents	$0.04	$0.04	$0.00	

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel com. The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank.

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
DODGE & COX STOCK CUSIP: 256219106 *Dividend Option, Reinvest*	DODGX Cash	1,912.108	121.9000 233,085.72	130.1638 248,886.98	18,952.22 214,133.50	-15,801.52	3,812.73	1.64%
Total Mutual Funds			$233,085.72	$248,886.98		-$15,801.52	$3,812.73	1.64%
Total Portfolio Assets - Held at Stifel			$233,085.72	$248,886.98		-$15,801.52	$3,812.73	1.64%
Total Net Portfolio Value			$233,085.76	$248,887.02		-$15,801.52	$3,812.73	1.64%

[1] **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

[2] **Cumulative Return:** Current Value minus Original Investment. *This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.*

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5466-9172	496,381	483,514

TIFF
Four Tower Bridge
200 Barr Harbor Drive, Suite 100
West Conshohocken, PA 19428

Member Inquiries:	(610) 684-8200
Member Services Fax:	(610) 684-8210
Website Inquiries:	www tiff.org
Registration:	ELBA AND GENE PORTTEUS BRANIGIN FOUNDATION
Account Number:	10414

379417 F001 4126 1OZ 1/3 —— 1376
MR. EUGENE HENDERSON
BOSE MCKINNEY & EVANS LLP
111 MONUMENT CIRCLE
SUITE 2700
INDIANAPOLIS, IN 46204

Account Summary - Current Month

Fund Name	Beginning Market Value	Purchases	Redemptions	Distributions	Share Balance	12/31/2012 NAV	Ending Market Value	Average Cost Basis
TIFF MULTI-ASSET FUND	$487,902 21	$0.00	($0 00)	$18,745.55	31,416 560	$15.80	$496,381 65	$483,514.59
Account Total	$487,902.21	$0.00	($0.00)	$18,745.55			$496,381 65	

Distributions may be reinvested or paid in cash at the election of the member. See the Transaction History section for information specific to each fund investment

The average cost basis is calculated using the single-category average cost basis method. It takes into account all purchases and redemptions, including shares acquired through reinvested dividends and capital gains distributions and wash sales, if any.

Numbers may not add to totals due to rounding.

Account Summary - YTD

Fund Name	Purchases	Redemptions	Distributions	Dividend Option	Cap Gain Option	Account Inception
TIFF MULTI-ASSET FUND	$50,000.00	($0.00)	$23,137 59	Reinvest	Reinvest	04/28/2006
Account Total	$50,000.00	($0.00)	$23,137.59			

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 7203-3015	528,583	512,762

STIFEL
NICOLAUS

ELBA AND GENE PORTTEUS
BRANIGIN FOUNDATION INC
VANGUARD DIVIDEND GROWTH ACCT
NON-DISCRETIONARY ADV ACCOUNT

December 1 -
December 31, 2012
Account Number:

IA45 7203-3015

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
Total Net Cash Equivalents	$0.00	$0.00	$0.00	

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
ROYCE SPECIAL EQUITY INVESTMENT CL CUSIP: 780905782 *Dividend Option. Reinvest*	RYSEX Cash	9,527.185	21 1300 201,309.41	21.3974 203,856.54	190,000 00 11,309.41	-2,547.14	886.02	0.44%
VANGUARD DIVIDEND GROWTH INVESTOR CL CUSIP: 921908604 *Dividend Option Reinvest*	VDIGX Cash	19,667.895	16.6400 327,273 77	15.7061 308,905.77	300,000.00 27,273.77	18,367.95	6,608 41	2 02%
Total Mutual Funds			$528,583.18	$512,762.31		$15,820.81	$7,494.43	1.42%
Total Portfolio Assets - Held at Stifel			$528,583.18	$512,762.31		$15,820.81	$7,494.43	1.42%
Total Net Portfolio Value			$528,583.18	$512,762.31		$15,820.81	$7,494.43	1.42%

[1] **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.
[2] **Cumulative Return:** Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.
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FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 6296-6871	1,075,532.	1,037,998

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA45 6296-6871

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary and you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	*Cost Basis*	*Estimated Annualized Income*	*Estimated Yield %*
INSURED BANK PROGRAM	0.08	0.08	0.00	0.00%
Total Net Cash Equivalents	**$0.08**	**$0.08**	**$0.00**	

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel com. The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank.

PORTFOLIO ASSETS - HELD AT STIFEL

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN FOUNDATION INC
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

December 1 - December 31, 2012
Account Number: 1A45 6296-6871

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
LOOMIS SAYLES INVESTMENT GRADE BOND CL Y CUSIP 543487136 *Dividend Option: Reinvest*	LSIIX Cash	29,598 784	12 6200 373,536.65	11.7513 347,825.46	243,962.13 129,574.52	25,710.95	18,824.82	5.04%
PIMCO LOW DURATION CL P CUSIP. 72201M669 *Dividend Option· Reinvest*	PLDPX Cash	56,648.628	10 5100 595,377.08	10.5114 595,456.81	545,575.81 49,801.27	-80 00	14,105.50	2 37%
VANGUARD INFLATION PROTECTED SECURITIES INVESTOR CL CUSIP: 922031869 *Dividend Option Reinvest*	VIPSX Cash	7,337.857	14 5300 106,619 06	12.9080 94,716 72	81,900.43 24,718.63	11,902.24	2,480.19	2.33%
Total Mutual Funds			$1,075,532.79	$1,037,998.99		$37,533.19	$35,410.51	3.29%
Total Portfolio Assets Held at Stifel			$1,075,532.79	$1,037,998.99		$37,533.19	$35,410.51	3.29%
Total Net Portfolio Value			$1,075,532.87	$1,037,999.07		$37,533.19	$35,410.51	3.29%

[1] **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

[2] **Cumulative Return:** Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

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FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 7182-4235	819,497	680,920

198621 99311 1364

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA45 7182-4235

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	2.36	2.36	0 00	0.00%
Total Net Cash Equivalents	$2.36	$2.36	$0.00	

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel.com. The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank.

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
IVA INTL CL I CUSIP: 45070A404 *Dividend Option. Reinvest*	IVIQX Cash	52,599 306	15.5800 819,497.18	12 9454 680,920 47	552,997.46 266,499.72	138,576.62	14,044.01	1.71%
Total Mutual Funds			$819,497.18	$680,920.47		$138,576.62	$14,044.01	1.71%
Total Portfolio Assets - Held at Stifel			$819,497.18	$680,920.47		$138,576.62	$14,044.01	1.71%
Total Net Portfolio Value			$819,499.54	$680,922.83		$138,576.62	$14,044.01	1.71%

[1] **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

[2] **Cumulative Return:** Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

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FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 7841-1466	105,225	108,199

198629 99315 1364

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION - RS GLOBAL NAT RES
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA45 7841-1466

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns,capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	0 06	0.06	0 00	0.00%
Total Net Cash Equivalents	$0.06	$0.06	$0.00	

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel com. The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank.

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment[1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
RS GLOBAL NATURAL RESOURCES CL Y CUSIP: 74972H648 *Dividend Option: Reinvest*	RSNYX Cash	2,826.367	37.2300 105,225 64	38.2822 108,199.62	75,895.16 29,330.48	-2,974.03	130 01	0.12%
Total Mutual Funds			$105,225.64	$108,199.62		$2,974.03	$130.01	0.12%
Total Portfolio Assets - Held at Stifel			$105,225.64	$108,199.62		$2,974.03	$130.01	0.12%
Total Net Portfolio Value			$105,225.70	$108,199.68		$2,974.03	$130.01	0.12%

[1] Original Investment: Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

[2] Cumulative Return: Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5401-3380	322,439	253,510

STIFEL NICOLAUS

ELBA & PORTTEUS BRANIGAN FDN
LARGE CAP GROWTH ACCOUNT
ATTN GENE HENDERSON
KNALL/COHEN SOLUTIONS MGD ACCT

December 1 -
December 31, 2012
Account Number

IA45 5401-3380

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel Actual prices may vary and you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes Gain/Loss is provided for informational purposes only Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns,capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	2,030 08	2,030 08	0 00	0.00%
Total Net Cash Equivalents	**$2,030.08**	**$2,030.08**	**$0.00**	

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel.com The deposits are not covered by the Securities Investor Protection Act (SIPC). Balances in the Program are insured up to the FDIC limit in each bank

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ISHARES RUSSELL 1000 GROWTH INDEX ETF CUSIP. 464287614	IWF Cash	4,923 488	65 4900 322,439 22	51 4899 253,510.12	68,929.10	4,490 22	1 39%
Total Equities			**$322,439.22**	**$253,510.12**	**$68,929.10**	**$4,490.22**	**1.39%**
Total Portfolio Assets - Held at Stifel			**$322,439.22**	**$253,510.12**	**$68,929.10**	**$4,490.22**	**1.39%**
Total Net Portfolio Value			**$324,469.30**	**$255,540.20**	**$68,929.10**	**$4,490.22**	**1.38%**

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

FORM 990PF, PART II, LINE 10c - CORPORATE BONDS

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5756-4683	145,697	145,472

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
NON-DISC ADV ACCT (BONDS)
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

IA71 5756-4683

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel Actual prices may vary and you may receive more or less than your original purchase price Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns,capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
DREYFUS TREASURY PRIME	6,420.66	6,420.66	0 00	0 00%
Total Net Cash Equivalents	$6,420.66	$6,420.66	$0.00	

PORTFOLIO ASSETS - HELD AT STIFEL

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ALLY BANK MIDVALE UT CD FDIC SEMI CPN 2 250% DUE 08/13/14 DTD 08/13/10 FC 02/13/11 CUSIP· 02004MH22 *Original Cost. 8,090.20*	Cash	8,000	102.2390 " 8,179.12	100.4705 8,037.64	69.04	141.48	180.00	2.20%
ALLY BANK MIDVALE UT CD FDIC SEMI CPN 1.750% DUE 10/15/14 DTD 10/15/10 FC 04/15/11 CUSIP: 02004MW82 *Original Cost: 15,243.66*	Cash	15,000	102.0020 " 15,300 30	101.1039 15,165.58	55.38	134.72	262.50	1.72%
GE CAPITAL BANK INC SALT LAKE CITY UT CD FDIC SEMI CPN 1.350% DUE 08/10/16 DTD 08/10/12 FC 02/10/13 CUSIP· 36160XP92	Cash	20,000	99 9240 " 19,984.80	99.5000 19,900 00	105.78	84.80	270.00	1.35%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
CIT BANK SALT LAKE CITY UT CD FDIC SEMI CPN 1 950% DUE 09/28/16 DTD 09/28/11 FC 03/28/12 CUSIP 17284AZE1 *Original Cost: 20,308.00*	Cash	20,000	102.9150 * 20,583.00	101.2621 20,252 42	100.44	330.58	390.00	1.89%
FEDL HOME LOAN MTG CORP MULTICL REMIC 2405 CL JF MONTHLY 14 DAY DELAY CPN 6 000% DUE 01/15/17 DTD 01/01/02 FC 02/15/02 CUSIP. 31339MNY0 *Remaining Balance: $6,677.62* *Original Cost 48,504 74*	Cash	50,000	106 5196 7,112.96	110 8084 7,399 36	33.39	-286.40	400.65	5.63%
FEDL HOME LOAN MTG CORP MULTICL REMIC 2399 CL PG MONTHLY 14 DAY DELAY CPN 6 000% DUE 01/15/17 DTD 01/01/02 FC 02/15/02 CUSIP 31339MSK5 *Remaining Balance: $11,805 85* *Original Cost. 77,020.63*	Cash	75,000	106 4460 12,566.85	117.1156 13,826.49	59.03	-1,259.64	708.35	5 64%
GE CAPITAL RETAIL BANK DRAPER UT CD FDIC SEMI CPN 1.750% DUE 03/30/17 DTD 03/30/12 FC 09/30/12 CUSIP 36157QAV9 *Original Cost: 14,077.00*	Cash	14,000	101.5440 * 14,216.16	100.5183 14,072.56	61.75	143.60	245.00	1.72%

STIFEL NICOLAUS

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
NON-DISC ADV ACCT (BONDS)
ATTN EUGENE HENDERSON

December 1 -
December 31, 2012
Account Number:

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
GOLDMAN SACHS BANK USA NEW YORK NY CD FDIC SEMI CPN 1 800% DUE 08/08/17 DTD 08/08/12 FC 02/08/13 CUSIP. 38143AYD1	Cash	19,000	100 9680 " 19,183.92	99.5200 18,908 80	135.86	275 12	342 00	1.78%
FEDL HOME LOAN MTG CORP MULTICL REMIC 1590 CL I MONTHLY 14 DAY DELAY CPN 6 500% DUE 10/15/23 DTD 10/01/93 FC 11/15/93 CUSIP: 3133T1MB5 *Remaining Balance: $24,937.63* *Original Cost: 101,881.45*	Moody: Aaa Cash	125,000	114.5692 28,570 84	111.9189 27,909.91	135 08	660.93	1,620.94	5.67%
Total Corporate/Government Bonds		346,000	$145,697.95	$145,472.76	$755.75	$225.19	$4,419.44	3.03%

Principal Protected Notes are subject to the credit risk of the issuer. Principal Protected Market Linked CDs are subject to applicable limits

" The price assigned to this instrument may have been provided by a national pricing service and is derived from a 'market-driven pricing model.'
This price may not be the actual price you would receive in the event of a sale prior to the maturity of the C D. Additional information is available upon request.

Total Portfolio Assets - Held at Stifel	$145,697.95	$145,472.76		$225.19	$4,419.44	3.03%
Total Net Portfolio Value	$152,118.61	$151,893.42		$225.19	$4,419.44	2.91%

- Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EUGENE L. HENDERSON SUITE 2700 111 MONUMENTS CIRCLE INDIANAPOLIS, IN 46204	CHAIRMAN /DIR 1.0 HOURS	NONE	NONE	NONE
JOHN M. CHIAROTTI P.O BOX 574 GREENWOOD, IN 46162	PRESIDENT/TREAS/DIR 2.0 HOURS	10,680	NONE	NONE
STEPHEN E. DEVOE SUITE 2700 111 MONUMENTS CIRCLE INDIANAPOLIS, IN 46204	SECRETARY/DIR 2.0 HOURS	NONE	NONE	NONE
	TOTALS	10,680	NONE	NONE

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND RECIPIENT FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
1. Greater Johnson County Community Foundation P.O. Box 217 Franklin, Indiana 46131	N/A §509(a)(1)	Maintenance of existing building	$10,000
2. Franklin College of Indiana 101 Branigin Boulevard Franklin, Indiana 46131	N/A §509(a)(1)	Scholarship fund	$100,350
3. Johnson County Community Foundation Dollars for Scholars Greater Johnson County Community Foundation, Inc. P.O. Box 217 Franklin, Indiana 46131	N/A §509(a)(1)	Scholarships	$5,000
4. Franklin Symphonic Council, Inc. Greater Johnson County Community Foundation, Inc. P.O. Box 217 Franklin, Indiana 46131	N/A §509(a)(1)	Public music presentations	$7,000
5. St. Rose of Lima Catholic Church 114 Lancelot Drive Franklin, Indiana 46131	N/A §509(a)(1)	School operation	$10,000
6. Hoosier Art Salon Patrons Association 714 E. 65th Street Indianapolis, Indiana 46220	N/A §509(a)(2)	Innovative projects	$10,000

7. Butler University 4600 Sunset Avenue Indianapolis, Indiana 46208	N/A §509(a)(1)	Scholarship fund endowment	$15,000
8. Johnson County Humane Society 550 E. Jefferson Street Franklin, Indiana 46131	N/A §509(a)(2)	Renovation of usable space	$15,000
9. The Boys and Girls Club of Franklin 101 N. Hurricane Street Franklin, Indiana 46131	N/A §509(a)(1)	Tween/Teen program	$7,500
10. First United Presbyterian Church 100 East Madison Franklin, Indiana 46131	N/A §509(a)(1)	Summer camp/vacation bible school	$7,800
11. Girls Incorporated of Franklin 200 East Madison Franklin, Indiana 46131	N/A §509(a)(1)	General needs of the organization	$10,000
12. Damar Services, Inc. 6324 Kentucky Avenue Camby, Indiana 46113	N/A §509(a)(1)	General operating needs	$5,000
13. Association of Small Foundations 1720 N Street NW Washington, D.C. 20036	N/A §509(a)(2)	Small Foundation support	$500
14. Johnson County Community Foundation, Inc. 398 S. Main Street P.O. Box 217 Franklin, IN 46131-2414	N/A §509(a)(1)	Operating Fund	$5,000
15. Franklin Parks & Recreation Department 396 Branigin Boulevard Franklin, Indiana 46131	N/A §509(a)(1)	Art Show and Fiesta	$3,000

16. Leadership Johnson County 101 Branigin Boulevard Franklin College Franklin, Indiana 46131	N/A §509(a)(1)	Underwrite Annual Report	$6,500
17. Habitat for Humanity 98 South Edwards Street Franklin, Indiana 46131	N/A §509(a)(2)	Home building project	$5,000
18. Indiana Repertory Theatre 140 West Washington Street Indianapolis, Indiana 46204-5277	N/A §509(a)(1)	School orientation program	$4,000
19. United Way of Johnson County 2525 N. Morton Street Franklin, Indiana 46131	N/A §509(a)(2)	General Fund	$5,000
20. Indiana University Foundation Post Office Box 500 Bloomington, IN 47402	N/A §509(a)(2)	General Fund	$900
21. Indiana Symphony Society 32 E. Washington Street Indianapolis, Indiana 46204	N/A §509(a)(1)	Johnson County youth music programs	$7,500
22. Interchurch Food Pantry 2900 Graham Road, Ste E Franklin, Indiana 46131	N/A §509(a)(1)	General Fund	$10,000
23. Youth Connections 460 N Morton Street, Suite. A Franklin, Indiana 46131	N/A §509(a)(1)	Safe Place Program	$10,000
25. Franklin Community Education Foundation 1021 N. 400 E Franklin, Indiana 46131	N/A §509(a)(1)	Enhance student academics	$5,000
		TOTAL	$265,050