Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
MOTHERSHEAD FOUNDATION
C/O JON F. SPADORCIA

A Employer identification number
35-1844375

Number and street (or P O box number if mail is not delivered to street address): ONE AMERICAN SQUARE — Room/suite: 2000

B Telephone number
(317) 633-4884

City or town, state, and ZIP code
INDIANAPOLIS, IN 46282

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)* ▶$ 3,967,101.

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))

		(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	2,400.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	144,017.	144,017.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	45,653.			
	b Gross sales price for all assets on line 6a 1,179,107.				
	7 Capital gain net income (from Part IV, line 2)		45,653.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	224.	224.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	192,294.	189,894.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	42,000.	21,000.		21,000.
	15 Pension plans, employee benefits	15,382.	7,691.		7,691.
	16a Legal fees STMT 3	10,240.	10,240.		0.
	b Accounting fees STMT 4	169.	169.		0.
	c Other professional fees STMT 5	4,087.	4,087.		0.
	17 Interest				
	18 Taxes STMT 6	12,920.	9,822.		3,098.
	19 Depreciation and depletion	210.	0.		
	20 Occupancy	8,029.	4,015.		4,014.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	79,894.	77,681.		2,213.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	172,931.	134,705.		38,016.
	25 Contributions, gifts, grants paid	213,670.			213,670.
	26 **Total expenses and disbursements.** Add lines 24 and 25	386,601.	134,705.		251,686.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<194,307.>			
	b **Net investment income** (if negative, enter -0-)		55,189.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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16460712 765924 MOTHF60001 2012.03020 MOTHERSHEAD FOUNDATION C/O MOTHF601

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	31,231.	15,163.	15,163.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	2,124,087.	2,035,073.	2,369,194.
	c Investments - corporate bonds STMT 9	1,640,398.	1,548,063.	1,582,410.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 13,278.			
	Less accumulated depreciation STMT 10 ▶ 12,944.	544.	334.	334.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,796,260.	3,598,633.	3,967,101.
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			
	22 Other liabilities (describe ▶ STATEMENT 11)	6,089.	2,769.	
	23 **Total liabilities** (add lines 17 through 22)	6,089.	2,769.	
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,831,609.	3,831,609.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<41,438.>	<235,745.>	
	30 **Total net assets or fund balances**	3,790,171.	3,595,864.	
	31 **Total liabilities and net assets/fund balances**	3,796,260.	3,598,633.	

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	3,790,171.
2	Enter amount from Part I, line 27a	2	<194,307.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,595,864.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,595,864.

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				
b	SEE ATTACHED STATEMENT			
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	1,179,107.		1,133,454.	45,653.

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				45,653.

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** 45,653.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	242,062.	4,185,467.	.057834
2010	250,971.	4,009,824.	.062589
2009	247,989.	3,915,910.	.063329
2008	292,808.	4,659,068.	.062847
2007	404,176.	5,727,710.	.070565

2	Total of line 1, column (d)	2	.317164
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	.063433
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,016,804.
5	Multiply line 4 by line 3	5	254,798.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	552.
7	Add lines 5 and 6	7	255,350.
8	Enter qualifying distributions from Part XII, line 4	8	251,686.

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	1,104.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,104.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,104.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	6,000.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4,896.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	4,896. 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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JULIE BROOKS, BOOKKEEPER Telephone no ▶ (317) 257-8208
Located at ▶ 6311 E. WESTFIELD BLVD., SUITE 205A, INDIANAPOLIS ZIP+4 ▶ 46220

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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		X
	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)? N/A	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 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? N/A ☐ 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 — No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHARINE M. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.
RICHARD D. KRUSE 7443 WASHINGTON BLVD. INDIANAPOLIS, IN 46240	TRUSTEE 5.00	0.	0.	0.

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 12	78,000.
2 SEE STATEMENT 13	63,300.
3 SEE STATEMENT 14	20,000.
4 SEE STATEMENT 15	12,000.

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,987,275.
b	Average of monthly cash balances	1b	90,699.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	4,077,974.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,077,974.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,170.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,016,804.
6	**Minimum investment return.** Enter 5% of line 5	6	200,840.

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	200,840.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,104.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,104.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	199,736.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	199,736.
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	199,736.

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	251,686.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	251,686.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	251,686.

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				199,736.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 126,464.				
b From 2008 61,845.				
c From 2009 54,322.				
d From 2010 53,257.				
e From 2011 38,426.				
f Total of lines 3a through e	334,314.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 251,686.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				199,736.
e Remaining amount distributed out of corpus	51,950.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	386,264.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	126,464.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	259,800.			
10 Analysis of line 9				
a Excess from 2008 61,845.				
b Excess from 2009 54,322.				
c Excess from 2010 53,257.				
d Excess from 2011 38,426.				
e Excess from 2012 51,950.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: 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				
BOOTH TARKINGTON CIVIC THEATRE 3 CENTER GREEN, SUITE 200 CARMEL, IN 46032	CHARITY		"GALA CELEBRATION" FUNDRAISER (MAJOR FUNDRAISER FOR CIVIC'S EDUCATION AND OUTREACH PROGRAMS)	100.
CHILDREN'S MUSEUM OF INDIANAPOLIS 3000 N. MERIDIAN ST. INDIANAPOLIS, IN 46208	CHARITY		"POWER OF CHILDREN" CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE	78,000.
CROWN HILL 700 WEST 38TH STREET INDIANAPOLIS, IN 46208	CHARITY		DONATION TO SUPPORT THE PUBLICATION OF THE CROWN HILL BOOK WHICH WILL COMMEMORATE THE 150TH ANNIVERSARY OF	5,000.
DYSLEXIA INSTITUTE OF INDIANA 2511 EAST 46TH STREET, SUITE O-2 INDIANAPOLIS, IN 46205	CHARITY		DONATION TO FURTHER THEIR WORK WITH CHILDREN, ADOLESCENTS AND ADULTS WITH SPECIFIC LANGUAGE	7,500.
EAGLE CREEK NATURE CONSERVANCY AND PRESERVATION, INC. 9211 MOORE ROAD ZIONSVILLE, IN 46077	CHARITY		FUNDS FOR EDUCATION, PROTECTION, BEAUTIFICATION AND PRESERVATION OF WATER RESOURCES AND WETLANDS	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	213,670.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

223611 12-05-12

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	144,017.	
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			14	224.	
8 Gain or (loss) from sales of assets other than inventory			18	45,653.	
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.		189,894.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 189,894.

(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)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

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

Katharine M. Kirusse 19-13-13 TRUSTEE
Signature of officer or trustee / Date / Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON SPADORCIA	Jon F Spadorcia	9/13/13		P00052321
Firm's name ▶ HALL RENDER KILLIAN HEATH & LYMAN PC			Firm's EIN ▶ 35-1427161	
Firm's address ▶ 1 AM SQUARE, # 2000 INDIANAPOLIS, IN 46282			Phone no. (317)633-4884	

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	STIFEL NICOLAUS (0155)(SEE ATTACHED)	P	VARIOUS	VARIOUS
b	STIFEL NICOLAUS (0155)(SEE ATTACHED)	P	VARIOUS	VARIOUS
c	STIFEL NICOLAUS (0378)(SEE ATTACHED)	P	VARIOUS	VARIOUS
d	STIFEL NICOLAUS (0378)(SEE ATTACHED)	P	VARIOUS	VARIOUS
e	STIFEL NICOLAUS (0378)(SEE ATTACHED)	P	VARIOUS	VARIOUS
f	MERRILL LYNCH (04H17)(SEE ATTACHED)	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	100,690.		101,073.	<383.>
b	375,062.		376,692.	<1,630.>
c	53,721.		53,367.	354.
d	360,578.		359,022.	1,556.
e	144.		144.	0.
f	288,912.		243,156.	45,756.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<383.>
b				<1,630.>
c				354.
d				1,556.
e				0.
f				45,756.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	45,653.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EITELJORG MUSEUM 500 WEST WASHINGTON ST. INDIANAPOLIS, IN 46204	CHARITY		FUNDING FOR "JINGLE RAILS" WHICH SUPPORTS THE MUSEUM'S PURPOSE OF INSPIRING AN UNDERSTANDING AND	5,000.
FORD WILSON RACE OF CHAMPIONS 3550 SEDGEMOOR CIRCLE CARMEL, IN 46032	CHARITY		DONATION FROM SUPER KIDS FUND TO PROVIDE FUNDS TO THE INDIANAPOLIS SOAP BOX DERBY ASSOCIATION	7,275.
FRIENDS OF HOLLIDAY PARK 6363 SPRING MILL ROAD INDIANAPOLIS, IN 46260	CHARITY		TRAIL RUN SPONSOR FOR THE RESTORATION, MAINTENANCE AND PRESERVATION OF HOLLIDAY PARK	500.
INDIANA HISTORICAL SOCIETY 450 WEST OHIO ST. INDIANAPOLIS, IN 46202	CHARITY		SUPPORT FOR EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY	63,300.
INDIANAPOLIS ZOO 1200 WEST WASHINGTON ST. INDIANAPOLIS, IN 46222	CHARITY		SPONSORSHIP OF FUNDRAISER AND DONATION IN SUPPORT OF THE GENERAL MISSION OF CONSERVATION AND	2,670.
MIDWEST ACADEMY, INC. 801 CONGRESSIONAL BLVD., SUITE 600 CARMEL, IN 46032	CHARITY		UNDERWRITING OF GALA WHICH IS A FUNDRAISER FOR THE SCHOOL THAT OFFERS WILLING, BUT FRUSTRATED, LEARNERS A	4,075.
NICARAGUA RESOURCE NETWORK 12900 HAZEL DELL PARKWAY CARMEL, IN 46033	CHARITY		ORGANIZATION SUPPLYING TIME, TALENTS AND RESOURCES TO ADDRESS THE SPIRITUAL, PHYSICAL AND	750.
PROJECT EYE TO EYE NATIONAL 1440 BROADWAY, 23RD FLOOR NEW YORK, NY 10018	CHARITY		SPONSOR OF PROGRAM TO DEVELOP A GRASSROOTS MENTORING PROGRAM IN INDIANA TO MATCH LABELED ADULTS WITH	12,000.
RILEY CHILDREN'S FOUNDATION 30 SOUTH MERIDIAN ST., SUITE 200 INDIANAPOLIS, IN 46204	CHARITY		DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD	20,000.
SECOND PRESBYTERIAN CHURCH 7700 N. MERIDIAN ST. INDIANAPOLIS, IN 46260	CHARITY		GIFT FOR GENERAL OPERATING FUND OF THE CHURCH	7,000.
Total from continuation sheets				122,570.

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Part XV Supplementary Information

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

NAME OF RECIPIENT - CHILDREN'S MUSEUM OF INDIANAPOLIS

"POWER OF CHILDREN" CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE MUSEUM'S MASTER CAMPUS PLAN WHICH WILL SUPPORT THE MUSEUM'S MISSION TO CREATE EXTRAORDINARY LEARNING EXPERIENCES THAT HAVE THE POWER TO TRANSFORM THE LIVES OF CHILDREN AND FAMILIES. ALSO DOATION FOR CAROUSEL SOCIETY MEMBERSHIP LEVEL WHICH SUPPORTS THE MISSION OF THE MUSEUM.

NAME OF RECIPIENT - CROWN HILL

DONATION TO SUPPORT THE PUBLICATION OF THE CROWN HILL BOOK WHICH WILL COMMEMORATE THE 150TH ANNIVERSARY OF THE CEMETERY WHICH IS THE THIRD LARGEST NON-GOVERNMENT CEMETERY IN THE COUNTRY.

NAME OF RECIPIENT - DYSLEXIA INSTITUTE OF INDIANA

DONATION TO FURTHER THEIR WORK WITH CHILDREN, ADOLESCENTS AND ADULTS WITH SPECIFIC LANGUAGE DISABILITIES.

NAME OF RECIPIENT - EAGLE CREEK NATURE CONSERVANCY AND PRESERVATION, INC.

FUNDS FOR EDUCATION, PROTECTION, BEAUTIFICATION AND PRESERVATION OF WATER RESOURCES AND WETLANDS CONSERVATION

NAME OF RECIPIENT - EITELJORG MUSEUM

FUNDING FOR "JINGLE RAILS" WHICH SUPPORTS THE MUSEUM'S PURPOSE OF INSPIRING AN UNDERSTANDING AND APPRECIATION OF THE ART, HISTORY AND CULTURE OF INDIGENEOUS PEOPLES OF NORTH AMERICA.

NAME OF RECIPIENT - FORD WILSON RACE OF CHAMPIONS

DONATION FROM SUPER KIDS FUND TO PROVIDE FUNDS TO THE INDIANAPOLIS SOAP

Part XV Supplementary Information

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

BOX DERBY ASSOCIATION WHICH IS USED TO TEACH YOUNGSTERS SOME OF THE BASIC SKILLS OF WORKMANSHIP AND THE SPIRIT OF COMPETITION, PARTICULARLY FOR CHILDREN WITH SPECIAL NEEDS.

NAME OF RECIPIENT - INDIANA HISTORICAL SOCIETY

SUPPORT FOR EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY SERVICES, BOOK PUBLICATIONS, OUTREACH PROGRAMMING AND THE PRESERVATION OF INDIANA HISTORY. ALSO, SPONSORSHIP OF FUNDRAISERS FOR THE ORGANIZATION'S GENERAL PURPOSE AND TWIN OAKS PROJECT TO MAINTAIN AND RENOVATE THE STEWARDSHIP PROPERTY OF THE HISTORICAL SOCIETY.

NAME OF RECIPIENT - INDIANAPOLIS ZOO

SPONSORSHIP OF FUNDRAISER AND DONATION IN SUPPORT OF THE GENERAL MISSION OF CONSERVATION AND EDUCATION ABOUT ANIMALS

NAME OF RECIPIENT - MIDWEST ACADEMY, INC.

UNDERWRITING OF GALA WHICH IS A FUNDRAISER FOR THE SCHOOL THAT OFFERS WILLING, BUT FRUSTRATED, LEARNERS A PLACE TO THRIVE ACADEMICALLY AND SOCIALLY

NAME OF RECIPIENT - NICARAGUA RESOURCE NETWORK

ORGANIZATION SUPPLYING TIME, TALENTS AND RESOURCES TO ADDRESS THE SPIRITUAL, PHYSICAL AND EDUCATIONAL NEEDS OF IMPOVERISHED CHILDREN AND FAMILIES IN NICARAGUA.

NAME OF RECIPIENT - PROJECT EYE TO EYE NATIONAL

SPONSOR OF PROGRAM TO DEVELOP A GRASSROOTS MENTORING PROGRAM IN INDIANA

Part XV Supplementary Information

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

TO MATCH LABELED ADULTS WITH LEARNING DISABILITIES WITH LABELED ELEMENTARY SCHOOL STUDENTS TO ACT AS ROLE MODELS, TUTORS AND MENTORS AS A MEANS TO EMPOWER THEIR LEARNING AND GIVE THEM HOPE FOR THEIR FUTURE

NAME OF RECIPIENT - RILEY CHILDREN'S FOUNDATION

DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD CAPACITY, INCREASE EFFICIENCY AND ENHANCE PATIENT SATISFACTION

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LA-Z-BOY DESK	110100	200DB	5.00	16	1,086.			1,086.	1,086.		0.
3	NEC 15" MONITOR	103000	200DB	5.00	16	1,050.			1,050.	1,050.		0.
4	SOFTWARE	111400	200DB	5.00	16	551.			551.	551.		0.
7	MONITOR	111400	200DB	5.00	16	1,358.			1,358.	1,358.		0.
9	LAPTOP COMPUTER	040101	200DB	5.00	16	4,500.			4,500.	4,500.		0.
10	OFFICE FURNITURE	111801	200DB	5.00	16	525.			525.	525.		0.
11	CALCULATOR	091101	200DB	5.00	16	99.			99.	99.		0.
12	COMPUTER	090105	200DB	5.00	16	1,833.			1,833.	1,709.		0.
13	LA-Z-BOY FURNITURE	120406	200DB	5.00	16	1,113.			1,113.	1,029.		0.
14	SOFA (2001)	010108	SL	5.00	17	525.			525.	368.		105.
15	3 BOOKCASES (2007)	010108	SL	5.00	17	270.			270.	189.		54.
16	SMALL REFRIGERATOR (2007)	010108	SL	5.00	17	138.			138.	98.		28.
17	HP PRINTER (2009)	031609	SL	5.00	17	162.		81.	81.	40.		16.
18	PALM ZIRE 32 (2009)	042009	SL	5.00	17	68.		34.	34.	17.		7.
	* TOTAL 990-PF PG 1 DEPR					13,278.		115.	13,163.	12,619.	0.	210.

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05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - 655 04H17 NON-DIV DISTRIBUTIONS	1,091.	0.	1,091.
MERRILL LYNCH - 655-04H17 DIVS	18,932.	0.	18,932.
STIFEL NICOLAUS (0155) OID INT	1,042.	0.	1,042.
STIFEL, NICOLAUS (0155) ACCRUED INT PD ON PURCH	<3,451.>	0.	<3,451.>
STIFEL, NICOLAUS (0155) INT	86,044.	0.	86,044.
STIFEL, NICOLAUS (0378) DIVS	40,359.	0.	40,359.
TOTAL TO FM 990-PF, PART I, LN 4	144,017.	0.	144,017.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT PROCEEDS	240.	240.	
MERRILL LYNCH FOREIGN INV. FEE	<16.>	<16.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	224.	224.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HALL RENDER	10,240.	10,240.		0.
TO FM 990-PF, PG 1, LN 16A	10,240.	10,240.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	169.	169.		0.
TO FORM 990-PF, PG 1, LN 16B	169.	169.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH MANAGEMENT FEES	4,087.	4,087.		0.
TO FORM 990-PF, PG 1, LN 16C	4,087.	4,087.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	2,213.	2,213.		0.
INDIANA WORKFORCE DEVELOPMENT	64.	32.		32.
FICA TAXES	2,604.	1,302.		1,302.
MEDICARE TAXES	609.	305.		304.
2011 FORM 990PF PAYMENT WITH EXTENSION	2,920.	1,460.		1,460.
2011 990PF TAX OVERPAYMENT REFUNDED	<49.>	<49.>		0.
BUSINESS PROPERTY TAX LATE FEE	25.	25.		0.
2011 FORM 990PF ESTIMATED TAX PENALTY	34.	34.		0.
2012 FEDERAL ESTIMATED TAX - QTRS 1,2,3	4,500.	4,500.		0.
TO FORM 990-PF, PG 1, LN 18	12,920.	9,822.		3,098.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUBSCRIPTIONS	218.	218.		0.
COMPUTER EXPENSES	505.	252.		253.
MAINTENANCE	45.	45.		0.
MEALS AND ENTERTAINMENT	0.	0.		0.
POSTAGE AND SHIPPING	18.	0.		18.
OFFICE SUPPLIES	824.	412.		412.
MEMBERSHIPS AND DUES	220.	70.		150.
ANNUAL ACCOUNT FEES	150.	150.		0.
SUPPORT OF CHARITY FUNDRAISERS	1,380.	0.		1,380.
INVESTMENT EXPENSE - SPDR	144.	144.		0.
INVESTMENT EXPENSE - VODAFONE	16.	16.		0.
INVESTMENT EXPENSE - AMORTIZATION OF BOND PREMIUM FROM STIFEL 0155	58,299.	58,299.		0.
INVESTMENT EXPENSE - RECONCILE BASIS FROM 2011 TO 2012	18,075.	18,075.		0.
TO FORM 990-PF, PG 1, LN 23	79,894.	77,681.		2,213.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH - SECURITIES 04H17	695,162.	844,455.
STIFEL, NICOLAUS 0378 - SECURITIES	1,339,911.	1,524,739.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,035,073.	2,369,194.

FORM 990-PF. CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STIFEL, NICOLAUS 0155 - BONDS	1,548,063.	1,582,410.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,548,063.	1,582,410.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LA-Z-BOY DESK	1,086.	1,086.	0.
NEC 15" MONITOR	1,050.	1,050.	0.
SOFTWARE	551.	551.	0.
MONITOR	1,358.	1,358.	0.
LAPTOP COMPUTER	4,500.	4,500.	0.
OFFICE FURNITURE	525.	525.	0.
CALCULATOR	99.	99.	0.
COMPUTER	1,833.	1,709.	124.
LA-Z-BOY FURNITURE	1,113.	1,029.	84.
SOFA (2001)	525.	473.	52.
3 BOOKCASES (2007)	270.	243.	27.
SMALL REFRIGERATOR (2007)	138.	126.	12.
HP PRINTER (2009)	162.	137.	25.
PALM ZIRE 32 (2009)	68.	58.	10.
TOTAL TO FM 990-PF, PART II, LN 14	13,278.	12,944.	334.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INDIANA STATE AND COUNTY TAX WITHHELD (WH-1)	192.	383.
FORM 941 LIABILITY AT YEAR END	897.	886.
VISA CHARGE CARD 2011 GIFT IN TRANSIT AT YEAR END	5,000.	0.
ESTIMATED 4TH QUARTER 990PF TAX	0.	1,500.
TOTAL TO FORM 990-PF, PART II, LINE 22	6,089.	2,769.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY ONE

CHILDREN'S MUSEUM OF INDIANAPOLIS - POWER OF CHILDREN CAMPAIGN TO SUPPORT THE CONSTRUCTION AND RENOVATION WORK ENCOMPASSED IN THE MUSEUM'S MASTER CAMPUS PLAN, WHICH WILL SUPPORT THE MUSEUM'S MISSION TO CREATE EXTRAORDINARY LEARNING EXPERIENCES THAT HAVE THE POWER TO TRANSFORM THE LIVES OF CHILDREN AND FAMILIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	78,000.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY TWO

INDIANA HISTORICAL SOCIETY - SUPPORTING THE SOCIETY'S EDUCATIONAL PROGRAMS THROUGHOUT INDIANA, COLLECTION ACQUISITIONS, LIBRARY SERVICES, BOOK PUBLICATIONS, OUTREACH PROGRAMMING AND THE PRESERVATION OF INDIANA HISTORY.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	63,300.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY THREE

RILEY CHILDREN'S FOUNDATION - DONATION TO BENEFIT RILEY HOSPITAL FOR CHILDREN'S SIMON FAMILY TOWER WHICH IS DESIGNED TO ADD CAPACITY, INCREASE EFFICIENCY AND ENHANCE PATIENT SATISFACTION.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	20,000.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY FOUR

PROJECT EYE TO EYE NATIONAL - PROGRAM TO DEVELOP A GRASSROOTS MENTORING PROGRAM IN INDIANA TO MATCH LABELED ADULTS WITH LEARNING DISABILITIES WITH LABELED ELEMENTARY SCHOOL STUDENTS TO ACT AS ROLE MODELS, TUTORS AND MENTORS AS A MEANS TO EMPOWER THEIR LEARNING AND GIVE THEM HOPE FOR THEIR FUTURE.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	12,000.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JULIE BROOKS, C/O MOTHERSHEAD FOUNDATION
6311 WESTFIELD BLVD., SUITE 205
INDIANAPOLIS, IN 46220

TELEPHONE NUMBER

(317) 257-8208

FORM AND CONTENT OF APPLICATIONS

LETTER ON BEHALF OF SUBMITTING ORGANIZATION; MUST BE A 501(C)(3)ORGANIZATION EXPRESSING THE NEED FOR THE FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990-PF
(Including Information on Listed Property)
▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2012** Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	FORM 990-PF PAGE 1	35-1844375

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	210.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	210.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

216251 12-28-12 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2012)

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f). See the instructions for where to report				44	

MOTHERSHEAD FOUNDATION
FYE 12/31/12
FORM 990-PF
35-1844375

SUMMARY OF EXPENSE SCHEDULES

PART I - LINE 15 - Employee benefits:

Indiana Comprehensive Health	15,037.53
Workman's Comp.	344.00
	15,381.53

PART I - LINE 16 - Professional Fees

a. Legal Fees - Hall, Render, Killian, Heath & Lyman, PC	10,239.70
b. Investment Fees	
- Peloton Management Fees	4,087.00
c. Accounting Fees	168.75

PART I - LINE 19 - Depreciation

See attached form 4562

PART I - LINE 20 - Occupancy

Rent	6,300.00
AT&T	1,729.44
Total Occupancy Expense:	8,029.44

PART I - LINE 23 - Other Expenses

Books, Subscriptions, Reference	218.40
Computer Expenses	504.79
Maintenance	45.00
Memberships and Dues	220.00
Office Supplies	823.74
Postage and shipping	18.00
Service fees - Merrill Lynch for annual fee and credit card fees	150.00
TOTAL:	1,979.93

STIFEL NICOLAUS

ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

KATHERINE M KRUSE AND
RICHARD D KRUSE CO TTEES
MOTHERSHEAD FOUNDATION TR
DTD 12/30/1991

2012 CONSOLIDATED FORM 1099

ORIGINAL 02/08/2013

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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1099-INT DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS. Please see summary boxes starting on page 3 for totals that are being furnished to the IRS.

INTEREST INCOME (NOT INCLUDED IN IRS BOX 3)

DESCRIPTION	CUSIP/ SEC NO	DATE	ACTIVITY	AMOUNT	IRS BOX	CNTRY
	949746FS5	10/15/12	Interest	$578.13	1	
			CUSIP TOTAL:	**$1,156.26**		
WF SUB NOTE 5.125 091516	949746JE2	03/15/12	Interest	$128.13	1	
	949746JE2	09/17/12	Interest	$128.13	1	
			CUSIP TOTAL:	**$256.26**		
WF BK NA 5.75 051616	94980VAE8	05/15/12	Interest	$287.50	1	
	94980VAE8	11/15/12	Interest	$287.50	1	
			CUSIP TOTAL:	**$575.00**		
			TOTAL INTEREST INCOME (NOT INCLUDED IN IRS BOX 3)	**$86,043.78**		

4 - Accrued Interest: Interest received when the security is sold.

****

1099-B DETAIL INFORMATION

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS

Gross Proceeds SHORT-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part I, with Box B checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
DIRECTV HLDG7.625 051516 CUSIP/SEC NO: 25459HAG0	22,000 00	06/17/11	05/15/12	$22,838.86	$22,838 86		$0.00	Redemption
DOW CHEMICAL CO CUSIP/SEC NO: 260543BW2	15,000.00	06/01/12	12/17/12	$16,444.89	$16,306 62		$138.27	Redemption

STIFEL NICOLAUS
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2012 CONSOLIDATED FORM 1099
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STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds SHORT-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part I, with Box B checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
FORD MOTOR 7.5 080112 CUSIP/SEC NO: 345397VK6	25,000.00	06/11/12	08/01/12	$25,000.00	$25,000.00		$0.00	Redemption
FORD MTR CR 7.35 051512 CUSIP/SEC NO: 345402X63	11,000.00	09/02/11	05/15/12	$11,000.00	$11,000.00		$0.00	Redemption
MORGAN STNLEY4.75 040114 CUSIP/SEC NO: 61748AAE6	10,000.00	06/17/11	06/04/12	$9,825.00	$10,345.96		($520.96)	Sale
STEEL DYNAMIC7.75 041516 CUSIP/SEC NO: 858119AN0	15,000.00	11/18/11	08/31/12	$15,581.25	$15,581.25		$0.00	Redemption
Total Gross Proceeds SHORT-TERM transactions with cost basis NOT reported to the IRS:	**98,000.00**			**$100,690.00**	**$101,072.69**	**$0.00**	**($382.69)**	

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box B checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
AMER EXPR 4 875 071513 CUSIP/SEC NO: 025816AQ2	30,000.00	09/30/09	12/21/12	$30,608.50	$30,203.57		$404.93	Sale
BOA INTRNTS 4.95 111514 CUSIP/SEC NO: 06050XSV6	30,000.00	05/18/11	11/15/12	$30,000.00	$30,000.00		$0.00	Redemption
BUNGE LTD 5.875 051513 CUSIP/SEC NO: 120568AH3	10,000 00	08/30/11	12/21/12	$10,110.90	$10,161.54		($50.64)	Sale
BRLNGTN NTHN 6.2 050113 CUSIP/SEC NO: 12189MAP4	20,000.00	04/15/11	12/21/12	$20,166.00	$20,359.13		($193.13)	Sale

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
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2012 CONSOLIDATED FORM 1099
ORIGINAL 02/08/2013

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STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box B checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
FORD CR NT 4 25 092014								
CUSIP/SEC NO· 34540TAQ5	10,000.00	08/30/11	09/20/12	$10,000.00	$10,000.00		$0.00	Redemption
GECC INTRNTS 4 15 061513								
CUSIP/SEC NO: 36966RFR2	35,000.00	04/15/11	12/21/12	$35,464.70	$35,415.55		$49.15	Sale
GOLDMAN SACHS 5.7 090112								
CUSIP/SEC NO: 38141GCG7	40,000.00	08/10/06	09/04/12	$40,000.00	$40,000.00		$0.00	Redemption
IBM CORP 4 75 112912								
CUSIP/SEC NO: 459200BA8	50,000.00	08/10/06	11/29/12	$50,000.00	$50,000.00		$0.00	Redemption
MS MTN STP 081920								
CUSIP/SEC NO. 61745E4J7	7,000.00	08/16/10	06/05/12	$6,744.40	$7,000.00		($255.60)	Sale
QWEST COMMS 8.0 100115								
CUSIP/SEC NO: 749121CA5	20,000 00	VARIOUS	10/26/12	$20,800.00	$20,800 00		$0 00	Redemption
SIMON PPTY 5.45 031513								
CUSIP/SEC NO: 828807AW7	25,000.00	04/15/11	12/21/12	$25,167 00	$25,235.03		($68.03)	Sale
SIMON PPTY 5.75 050112								
CUSIP/SEC NO· 828807BS5	25,000.00	04/16/10	02/01/12	$25,000 00	$26,517 50		($1,517.50)	Redemption
STEEL DYNAM 7 375 110112								
CUSIP/SEC NO: 858119AJ9	55,000.00	VARIOUS	11/01/12	$55,000.00	$55,000 00		$0.00	Redemption
UNITEDHEALTH 5.5 111512								
CUSIP/SEC NO: 91324PBA9	16,000.00	11/17/09	11/15/12	$16,000.00	$16,000 00		$0.00	Redemption
Total Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS:	**373,000.00**			**$375,061.50**	**$376,692.32**	**$0.00**	**($1,630.82)**	

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
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2012 CONSOLIDATED FORM 1099
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STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part II, with Box A checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED)	GAIN/(LOSS	ACTIVITY
BRISTOL MYERS SQUIBB CO CUSIP/SEC NO: 110122108	1,000.00	02/17/11	10/15/12	$33,471.93	$26,136.48		$7,335.45	Sale
MKT VECT GOLD MINERS ETF CUSIP/SEC NO: 57060U100	150.00	09/20/11	11/29/12	$7,093.71	$10,017.31		($2,923.60)	Sale
SILICONWARE PRECISION CUSIP/SEC NO: 827084864	2,800.00	03/28/11	06/05/12	$13,155.25	$17,213.10		($4,057.85)	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS:	**3,950.00**			**$53,720.89**	**$53,366.89**	**$0.00**	**$354.00**	

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box B checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
ABBOTT LABORATORIES CUSIP/SEC NO: 002824100	315.00	05/22/09	01/03/12	$17,474.00	$14,050.97		$3,423.03	Sale
CVS CAREMARK CORP CUSIP/SEC NO: 126650100	800.00	01/20/10	03/16/12	$35,482.60	$27,364.31		$8,118.29	Sale
COCA COLA COMPANY CUSIP/SEC NO: 191216100	550.00	VARIOUS	04/12/12	$39,001.32	$31,507.87		$7,493.45	Sale
DIRECTV CUSIP/SEC NO: 25490A309	500.00	03/15/10	10/15/12	$24,761.71	$17,542.98		$7,218.73	Sale
KINROSS GOLD CORP NO PAR CUSIP/SEC NO: 496902404	2,100.00	09/21/10	06/05/12	$17,367.99	$39,223.39		($21,855.40)	Sale

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
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2012 CONSOLIDATED FORM 1099

ORIGINAL 02/08/2013

KATHERINE M KRUSE AND
RICHARD D KRUSE CO TTESS
MOTHERSHEAD FOUNDATION TRUST
DTD 12/30/1991

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box B checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
KRAFT FOODS GRP INC CUSIP/SEC NO: 50076Q106	0.33	04/12/10	10/01/12	$15.19	$10.80		$4.39	Cash In Lieu
MKT VECT GOLD MINERS ETF CUSIP/SEC NO: 57060U100	335.00	VARIOUS	11/29/12	$15.842.60	$11,335.23		$4,507.37	Sale
NEWMONT MNG CORP HLDG CO CUSIP/SEC NO: 651639106	575.00	06/30/10	12/12/12	$25,857.57	$35,967.33		($10,109.76)	Sale
QUANTA SERVICES INC CUSIP/SEC NO. 74762E102	3,000.00	VARIOUS	01/03/12	$63,655.57	$57,368.94		$6,286.63	Sale
REPUBLIC SERVICES INC CUSIP/SEC NO: 760759100	1,500.00	VARIOUS	05/09/12	$39,216.30	$43,298.56		($4.082.26)	Sale
TELEPHONE & DATA SYS INC CUSIP/SEC NO: 879433829	0.15	05/04/09	01/25/12	$4.23	$4 07		$0.16	Cash In Lieu
VIACOM INC CL B NEW CUSIP/SEC NO: 92553P201	700.00	04/15/10	06/05/12	$31,328.22	$25,595.95		$5.732.27	Sale
VODAFONE GRP PLC NEW ADR CUSIP/SEC NO: 92857W209	1,000 00	VARIOUS	06/05/12	$26,290.73	$20,523.29		$5.767.44	Sale
GROUPE BRUXELLES LAMBERT CUSIP/SEC NO: B4746J115	225.00	10/14/03	06/05/12	$13,886.18	$11,409 00		$2,477.18	Sale
VALUE PARTNERS GROUP LTD CUSIP/SEC NO: G93175100	24,000.00	05/20/08	06/05/12	$10,393.83	$23,819.36		($13,425 53)	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS:	**35,600.48**			**$360,578.04**	**$359,022.05**	**$0.00**	**$1,555.99**	

STIFEL NICOLAUS

ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

KATHERINE M KRUSE AND
RICHARD D KRUSE CO TTESS
MOTHERSHEAD FOUNDATION TRUST
DTD 12/30/1991

2012 CONSOLIDATED FORM 1099

ORIGINAL 02/08/2013

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

F.A.	ACCOUNT	PAGE
IA41	1959-0378	15 of 24

TAXPAYER ID: 35-1844375

1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN-
Report on Form 8949, in either Part I or Part II as appropriate, with Box B checked

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0 000328284	225.00	01/11/12	$11.74	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO. 78463V107 CBAF: 0.000300711	225.00	02/14/12	$11.33	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000315215	225.00	03/13/12	$11.65	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000352592	225.00	04/10/12	$12.67	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000395985	225.00	05/16/12	$13.40	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000325133	225.00	06/12/12	$11.39	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000331733	225.00	07/06/12	$11.49	Principal

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

KATHERINE M KRUSE AND
RICHARD D KRUSE CO TTESS
MOTHERSHEAD FOUNDATION TRUST
DTD 12/30/1991

2012 CONSOLIDATED FORM 1099
ORIGINAL 02/08/2013

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

F.A.	**ACCOUNT**	**PAGE**
IA41	1959-0378	16 of 24

TAXPAYER ID: 35-1844375

1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN-
Report on Form 8949, in either Part I or Part II as appropriate, with Box B checked (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0 000328543	225 00	08/10/12	$11.61	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF. 0.000313489	225.00	09/12/12	$11.88	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO· 78463V107 CBAF: 0.000340007	225.00	10/08/12	$13.15	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000321853	225 00	11/19/12	$12.15	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000308018	225 00	12/11/12	$11 48	Principal
	Total Return of Capital or Principal Payments		**$143.94**	

CBAF: Cost Basis Allocation Factor

TOTAL SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (BOX 2A) **$608,726.81**

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MOTHERSHEAD

2012 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
ABBOTT LABS		*CUSIP Number*	*002824100*					
500.0000	Sale	06/26/08	10/16/12	35,744 89	26,754.00	0.00	8,990.89	
200.0000	Sale	07/01/08	10/16/12	14,297.96	10,851 90	0.00	3,446.06	
	Security Subtotal			***50,042.85***	***37,605.90***	***0.00***	***12,436.95***	
AMERICAN TOWER REIT INC		*CUSIP Number*	*03027X100*					
200.0000	Sale	01/16/08	01/23/12	12,263.36	7,832.40	0.00	4,430.96	
300.0000	Sale	01/16/08	04/03/12	18,794.48	11,748.60	0.00	7,045.88	
100.0000	Sale	01/16/08	07/02/12	7,079.62	3,916.20	0.00	3,163 42	
200.0000	Sale	07/01/08	07/02/12	14,159.27	8,034 80	0.00	6,124.47	
	Security Subtotal			***52,296.73***	***31,532.00***	***0.00***	***20,764.73***	
COVANCE INC		*CUSIP Number*	*222816100*					
200.0000	Sale	06/30/08	11/07/12	10,796 79	17,416.40	0.00	(6,619 61)	
100.0000	Sale	07/08/08	11/07/12	5,398.39	8,615.20	0.00	(3,216.81)	
200.0000	Sale	10/28/08	11/07/12	10,796 81	8,770.40	0.00	2,026 41	
	Security Subtotal			***26,991.99***	***34,802.00***	***0.00***	***(7,810.01)***	
CONSOL ENERGY INC COM		*CUSIP Number*	*20854P109*					
500 0000	Sale	03/30/10	05/18/12	14,879 22	21,262 70	0.00	(6,383.48)	

MOTHERSHEAD

2012 ANNUAL STATEMENT SUMMARY

1099-B

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
DISCOVERY COMMUNICATN		*CUSIP Number*	*25470F104*					
600.0000	Sale	03/30/10	09/07/12	33,564.30	20,664.30	0.00	12,900 00	
EATON CORP		*CUSIP Number*	*278058102*					
400.0000	Sale	07/08/08	12/03/12	20,762.24	16,754.90	0.00	4,007.34	
400.0000	Sale	05/05/09	12/03/12	20,762.24	9,221.20	0 00	11,541.04	
	Security Subtotal			***41,524.48***	***25,976.10***	***0.00***	***15,548.38***	
HEWLETT PACKARD CO DEL		*CUSIP Number*	*428236103*					
400.0000	Sale	10/16/08	03/22/12	9,121.83	15,400.80	0.00	(6,278.97)	
200.0000	Sale	05/05/09	03/22/12	4,560.92	7,419 90	0.00	(2,858 98)	
	Security Subtotal			***13,682.75***	***22,820.70***	***0.00***	***(9,137.95)***	
HOME DEPOT INC		*CUSIP Number*	*437076102*					
500.0000	Sale	03/01/10	04/03/12	24,760.94	15,776.00	0.00	8,984.94	
NEW YORK CMNTY BANCORP		*CUSIP Number*	*649445103*					
1200.0000	Sale	03/30/10	11/15/12	14,894.42	20,214 24	0.00	(5,319.82)	
STRYKER CORP		*CUSIP Number*	*863667101*					
300.0000	Sale	10/31/05	03/16/12	16,274.10	12,501 60	0.00	3,772 50	
Noncovered Long Term Capital Gains and Losses Subtotal				**288,911.78**	**243,155.54**	**0.00**	**45,756.24**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**288,911.78**	**243,155.54**	**0.00**	**45,756.24**	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				**288,911.78**				
TOTAL REPORTED SALES PROCEEDS				**288,911.78**				

2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
0.00	0.00	0.00	45,756.24

FILE COPY

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	35-1844375
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE AMERICAN SQUARE, NO. 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. INDIANAPOLIS, IN 46282	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JULIE BROOKS, BOOKKEEPER - 6311 E. WESTFIELD BLVD., SUITE 205A - INDIANAPOLIS, IN 46220

  Telephone No. ▶ (317) 257-8208 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, and ending ______.

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

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

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

Form 8868 (Rev. 1-2013) Page 2

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MOTHERSHEAD FOUNDATION C/O JON F. SPADORCIA	Employer identification number (EIN) or 35-1844375
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE AMERICAN SQUARE, NO. 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. INDIANAPOLIS, IN 46282	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ JULIE BROOKS, BOOKKEEPER - 6311 E. WESTFIELD BLVD., SUITE 205A - INDIANAPOLIS, IN 46220

Telephone No. ▶ (317) 257-8208 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ________ , and ending ________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER REQUESTS ADDITIONAL TIME FOR TRUSTEES' REVIEW OF THE RETURN AND TO MAKE SURE A COMPLETE AND ACCURATE RETURN IS FILED.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 1,104.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 6,000.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Jon F Spadorcia Title ▶ ATTORNEY At Law Date ▶ 8/14/2013

Form **8868** (Rev. 1-2013)

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01-21-13