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

ENVELOPE POSTMARK DATE MAY 01 2013

Name of foundation: HELPING FUND	A Employer identification number: 35 1872 573
Number and street (or P.O. box number if mail is not delivered to street address): P O BOX 334 — Room/suite	B Telephone number (see instructions): 317 218 1855
City or town, state, and ZIP code: ZIONSVILLE IN 46077	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 ► ☐ N/A
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) ► $ 2,896,377 — 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).)* 113

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	450 000			
	2	Check ► ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	32	32		
	4	Dividends and interest from securities	86 025	86 025		
	5a	Gross rents 121 K-1	492	492		
	b	Net rental income or (loss) 492 119				
	6a	Net gain or (loss) from sale of assets not on line 10	(4 008)			
	b	Gross sales price for all assets on line 6a 9 712				
	7	Capital gain net income (from Part IV, line 2)		0		
	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) (attach schedule)				
	11	Other income (attach schedule) FORM 8903	(7 375)	(7,375)		
	12	**Total.** Add lines 1 through 11 124	525 166	79,174		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest 130	11 540	11 540		
	18	Taxes (attach schedule) (see instructions) FOREIGN	2	2		
	19	Depreciation (attach schedule) and depletion				
	20	~~Occupancy~~ IRS TAX	5 400	0		
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) 123	44 263	44 263		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	61 205	55805		
	25	Contributions, gifts, grants paid	1,107 966			1 107 966
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,169 171	55 805		1 107 966
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(644005)			
	b	**Net investment income** (if negative, enter -0-)		23,369		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED OGDEN, UT

SCANNED MAY 09 2013

618 15

35 1872 573

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	1 118 632	489 709	489 709
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) L14	5 201 234	5 193 526	2 406 668
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ Rounding)		1	
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	6 319 866	5 683 236	2 896 377
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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	24 585 282	25 035 282	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	(18 265 416)	(19 352 046)	
30	**Total net assets or fund balances** (see instructions)	6 319 866	5 683 236	
31	**Total liabilities and net assets/fund balances** (see instructions)	6 319 866	5 683 236	

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	6 319 866
2	Enter amount from Part I, line 27a	2	(644 005)
3	Other increases not included in line 2 (itemize) ▶ FORM 8930 L24	3	7 375
4	Add lines 1, 2, and 3	4	5 683 236
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5 683 236

T2

35 1872 573

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	Schedule 19	P		
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	7712			(4 008)
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		N/A		
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	(4008)
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	(180)

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	367 103	2 355 033	15.59 %
2010	475 011	2 577 421	18.29 %
2009	472 532	3 238 263	14.57 %
2008	343 910	4 432 083	7.76 %
2007	241 846	4 977 815	4.86 %

2	Total of line 1, column (d)	2	61.09 %
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	12.22 %
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1754 998
5	Multiply line 4 by line 3	5	214 461
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	225
7	Add lines 5 and 6	7	214 686
8	Enter qualifying distributions from Part XII, line 4	8	1107 966

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.

35-1872 573

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	234
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	234
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	234
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 4 964		
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 SEE PAGE 28 — 6d: (992)		
7	Total credits and payments. Add lines 6a through 6d	7	3972
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3738
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3738 **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. ▶ $ 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		✓
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* 31	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* SEE PART XV LINE 1a	10	✓	

4

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 ▶ N/A

14 The books are in care of ▶ Robin M Dick Telephone no. ▶ 317 218 1855
Located at ▶ P O Box 334 Zionsville IN ZIP+4 ▶ 46077-0334

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		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ N A			

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	N/A	
	Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✓
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 N, 20 A			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___, 20___, 20 N, 20 A			
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		✓

T5

35-1872573

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)? N/A 5b N/A

Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐

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 N/A ☐ 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 N/A

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

1 **List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROLLIN M DICK PO BOX 334 ZIONSVILLE IN 46077	TRUSTEE AS HOURS NEEDED	0	0	0
CHERYL A DICK PO BOX 334 ZIONSVILLE IN 46077	TRUSTEE AS HOURS NEEDED	0	0	0

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

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

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

T6

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

3 **Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 . . . . ▶	

17

35 - 1872 573

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1 392 437
b	Average of monthly cash balances	1b	389 287
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1 781 724
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1 781 724
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	26 726
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1 754 998
6	**Minimum investment return.** Enter 5% of line 5	6	87 750

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	87 750
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 225		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b: 0		
c	Add lines 2a and 2b	2c	225
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	87 525
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	87 525
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	87 525

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1 107 966
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	1 107 966
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	225
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1 107 741

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.

18

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				87 525
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 . . . 4 405				
b	From 2008 . . . 123 467				
c	From 2009 . . . 310 619				
d	From 2010 . . . 345 137				
e	From 2011 . . . 249 351				
f	**Total** of lines 3a through e	1 032 979			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1 107 766				
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				87 525
e	Remaining amount distributed out of corpus	1,020 441			
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	2 053 420			
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 instructions			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) (see instructions)	0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	4 405			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2049 015			
10	Analysis of line 9:				
a	Excess from 2008 . . . 123 467				
b	Excess from 2009 . . . 310 619				
c	Excess from 2010 . . . 345 137				
d	Excess from 2011 . . . 249 351				
e	Excess from 2012 . . . 1020 441				

19

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 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	N/A				
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).)

THE TRUSTEES (SEE SECTION VIII) CONTRIBUTED $450,000 IN 2012

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.

K M DICK, TRUSTEE PO BOX 334 ZIONSVILLE IN 46077 317-217-1855

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

WRITTEN

c Any submission deadlines:

N/A

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

INDIANAPOLIS AREA

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				
Schedule [27]				$1,107,966
Total ▶ 3a				1,107,966
b Approved for future payment				
Total ▶ 3b				

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	32	
4 Dividends and interest from securities	525990	22 495	14	63 530	
5 Net rental income or (loss) from real estate:					
a Debt-financed property	525990	100			
b Not debt-financed property			16	392	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	(3076)	18	(932)	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b FORM 8903				(8275)	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		19 519		54 747	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 74 266

(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)
	N/A

 35-1872 573

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)		✓
	(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
		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.

Signature of officer or trustee | 5/1/13 Date | TRUSTEE 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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

13

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization	Employer identification number
HELPING FUND	35 1872 573

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

15

Name of organization: HELPING FUND

Employer identification number: 35 1872 573

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROLLIN M + CHERYL J DICK P O BOX 334 ZIONSVILLE IN 46077	$ 450,000.00	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: HELPING FUND

Employer identification number: 35 1872 573

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

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

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

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

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

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

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

Name of organization HELPING FUND

Employer identification number 35 1872 573

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

18

Helping Fund 35 1872 573

Part II Line 13 Investments

12/31/11

	Beginning of Year	End of Year	
	Cost	Cost	FMV
Exeter account	12,395	0	0
Polymer technology	4,451,388	4 451 388	1 871 440
Midwest Venture	669 752	674 326	438 228
Monument II	67 699	67 812	97 000
Total	5,201,234	5,193,526	2 406 668

To [2]

14

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust: HELPING FUND

Employer identification number: 35- 1872 573

Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a From K-1s 30					(3,822)
From litigation recoveries					2,496
1099 Exeter #125 - Short	20		2 154	2 417	(263)
" " - Long	21		6 463	8965	(2502)
1099 - Exeter #122 - Short	22		1 095	1012	83
			9712		(4008)

To 11

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Cat. No. 48653F Schedule D-1 (Form 1041) 2012

Helping Hand   35 1872 573
Other Expense 2011

From K-1:

#1 Passive business 6868 $\boxed{29}$
#13K Investment expense (30602) $\boxed{30}$

Exeter calculation of basis (19923)
Exeter fees 43
Rounding 1
Bank fee
Post office Box (76)
K-1 other expense (574) $\boxed{30}$

(44263)

To $\boxed{1}$

Merrill Lynch

T:23

Form **8903**
(Rev December 2010)
Department of the Treasury
Internal Revenue Service

Domestic Production Activities Deduction

► Attach to your tax return. ► See separate instructions.

OMB No 1545-1984

Attachment Sequence No. 143

Name(s) as shown on return: HELPING FUND

Identifying number: 35 1872 573

		(a) Oil-related production activities	(b) All activities
Note. Do not complete column (a), unless you have oil-related production activities. Enter amounts for all activities in column (b), including oil-related production activities.			
1 Domestic production gross receipts (DPGR) K-1	1		432 673
2 Allocable cost of goods sold. If you are using the small business simplified overall method, skip lines 2 and 3 . . . . K-1	2		350 729
3 Enter deductions and losses allocable to DPGR (see instructions) .	3		0
4 If you are using the small business simplified overall method, enter the amount of cost of goods sold and other deductions or losses you ratably apportion to DPGR. All others, skip line 4	4		-0-
5 Add lines 2 through 4	5		350 729
6 Subtract line 5 from line 1	6		81 944
7 Qualified production activities income from estates, trusts, and certain partnerships and S corporations (see instructions) . . .	7		
8 Add lines 6 and 7. Estates and trusts, go to line 9, all others, skip line 9 and go to line 10	8		81 944
9 Amount allocated to beneficiaries of the estate or trust (see instructions)	9		
10a **Oil-related qualified production activities income.** Estates and trusts, subtract line 9, column (a), from line 8, column (a), all others, enter amount from line 8, column (a). If zero or less, enter -0- here .	10a		
b **Qualified production activities income.** Estates and trusts, subtract line 9, column (b), from line 8, column (b), all others, enter amount from line 8, column (b). If zero or less, enter -0- here, skip lines 11 through 21, and enter -0- on line 22	10b		81 944

11 Income limitation (see instructions): • Individuals, estates, and trusts. Enter your adjusted gross income figured without the domestic production activities deduction . . . . • All others. Enter your taxable income figured without the domestic production activities deduction (tax-exempt organizations, see instructions)	11	82 541
12 Enter the smaller of line 10b or line 11. If zero or less, enter -0- here, skip lines 13 through 21, and enter -0- on line 22	12	81 944
13 Enter 9% of line 12	13	7375
14a Enter the smaller of line 10a or line 12 . . . . 14a		
b Reduction for oil-related qualified production activities income. Multiply line 14a by 3% . .	14b	
15 Subtract line 14b from line 13	15	7375
16 Form W-2 wages (see instructions) K-1	16	146 919
17 Form W-2 wages from estates, trusts, and certain partnerships and S corporations (see instructions)	17	
18 Add lines 16 and 17. Estates and trusts, go to line 19, all others, skip line 19 and go to line 20	18	146 919
19 Amount allocated to beneficiaries of the estate or trust (see instructions)	19	
20 Estates and trusts, subtract line 19 from line 18, all others, enter amount from line 18 . . .	20	146 919
21 Form W-2 wage limitation. Enter 50% of line 20	21	73 460
22 Enter the smaller of line 15 or line 21.	22	7375
23 Domestic production activities deduction from cooperatives. Enter deduction from Form 1099-PATR, box 6	23	0
24 Expanded affiliated group allocation (see instructions)	24	0
25 **Domestic production activities deduction.** Combine lines 22 through 24 and enter the result here and on Form 1040, line 35; Form 1120, line 25; or the applicable line of your return . .	25	7375

For Paperwork Reduction Act Notice, see separate instructions. Cat. No. 37712F Form **8903** (Rev 12-2010)

To 1 / 24

HELPING FUND -- 35-1872 573
FORM 990PF, PART XV, LINE 3(a)
CONTRIBUTIONS PAID IN 2012

The address of all donees is Indianapolis, Indiana unless otherwise noted.

No contributions are made to individuals or to private foundations.

No contributions are made to organizations that are related to The Helping Fund or any of its donors.

Contributions are made only to public charities, educational institutions or governmental agencies for the furtherance of their organizational mission.

Name and Address of Recipient and Purpose of the Contribution

A. Contributions to educational institutions for the purpose of furthering their educational and building programs:

American Institute of Business, Des Moines, Iowa	5 000
Junior Achievement	5 200
Ivy Tech College	27 500
GEO	5 000
Techpoint	500
Butler University	80 625
WINGS TO FLY	500
Zionsville Community School, Zionsville, Indiana	0
CHOICE CHARITABLE TRUST	600
Woodrow Wilson Foundation	0
FALL CREEK ACADEMY	500

B. Contribution to arts, civic or cultural organizations for the purpose of furthering their arts and cultural missions:

Center for the Performing Arts, Carmel, Indiana	213,370
Michael Feinstein Foundation, Carmel, Indiana	1,000
Civic Theatre, Carmel, Indiana	520,525
Sub total	860,320

T 25

HELPING FUND -- 35-1872 573
FORM 990PF, PART XV, LINE 3(a)
CONTRIBUTIONS PAID IN 201~~1~~2
Continued

B. Contributions to arts, civic or cultural organizations for the purpose of furthering their arts and cultural missions, continued:

Indiana Repertory Theatre	3,200
Indiana Symphony	100,000
Indiana Public Broadcast	5,000
Indianapolis Zoo	51,500
Indianapolis CHAMBER ORCHESTRA	500

C. Contributions to charitable organizations for the purpose of supporting their programs that promote or support health improvement:

St. Vincent Foundation	42,270
Crossroads	540
PLANNED PARENTHOOD ~~Heritage Place~~	1000

D. Contributions to charitable organizations that promote or support programs for Character development of youth or adults:

SECOND PRESB'Y CHURCH	500
OPEN DOOR FUND, BOULDER CO	260

E. ~~14~~ 12 contributions to 501©(3) organizations under $251 each — 1480

Sub total — 1066,570

T26

HELPING FUND -- 35-1872 573
FORM 990PF, PART XV, LINE 3(a)
CONTRIBUTIONS PAID IN 2012
Continued

F. Contributions to public community foundation for the purpose of providing funds for their distribution for the benefit of the community:

1

Community Foundation, Zionsville, Indiana	500
ACLU	15,500
United Way	25 070
	1,107,640
G. Form K-1	326
GRAND TOTAL	1 107 966

30

To 11

27

HELPING FUND 35 1872 573

ESTIMATED TAX PAYMENTS - 2012

FORM 990 PF PART VI LINE 6 d

FORM 990 T PART IV LINE 44 a

Taxpayer's overpayment of tax for 2011 on Form 990 PF was applied to estimated tax for 2012 in the amount of $4,964. In 2012 Helping Funds tax liability was as follows:

Form 990 PF, Part VI, Line 4	234
Form 990 T Part IV, Line 43	992
	1226

The remaining overpayment ($ 3,738) is to be carried over as estimate payment for 2013 (See Form 990 PF Part VI Line 11). T.0 $\boxed{4}$

28

HEKPING [illegible] [illegible]-1872573
~~Summary~~ of K-1 ~~Income~~ (Loss) 2012

	CAPITAL ACCOUNT					Reportable	Passive Rental	
	Begin	Cash	Income (Loss)	Ending	Unreal	Income (Loss)	#1	#2-3
							(6235)	
Monument Capital 35-2101735	137 519	(41247)	49 195	145467	7835	41,360	9564	116
	(69820)		(7835)	(77655)	(7835)			
Westfield Capital 36 4369010	739579		136649	876 228	132,075	4574	8930	376
							(5391)	
	(69827)		(132025)	(201902)	(132075)			
	737451	(41247)	45934	742138	0	45934	6868	492
								$\boxed{1}$
						TO	$\boxed{23}$	

Summary of K-1 Income (Loss) 2012

	Interest Income 5	Capital Gain 8 9	Contrib. 13 A	Interest Expense 13 H	Other 13 K	Tax Exempt 18 C	Dividends 6
Capital 35-2101735	994	45029	(193)		(7548)	(367)	
Capital 36 4369010	79772	(30362) (18,279) (210)	~~(30362)~~ ~~(18277)~~ ~~(210)~~ (133)	(11540)	168 (23222)	(209)	4672
Rounding						2	
	80766	(3822)	(326)	(11540)	(30602)	~~(574)~~	4672
TO →	$\boxed{19}$	$\boxed{27}$	$\boxed{11}$	$\boxed{23}$	$\boxed{23}$		

JC

SECOND AMENDMENT TO THE HELPING FUND TRUST AGREEMENT

THIS SECOND AMENDMENT TO THE HELPING FUND TRUST AGREEMENT, entered into by ROLLIN M. DICK (hereinafter referred to as the "Trustee" or "Board of Trustees"), the Trustee of THE HELPING FUND (hereinafter referred to as the "Foundation"), WITNESSES:

WHEREAS, Rollin M. Dick and Helen E. Dick, as both the Grantors and the Board of Trustees, executed The Helping Fund Trust Agreement on November 8, 1992, creating the Foundation and a First Amendment thereto on March 7, 1995 (hereinafter collectively referred to as the "Trust Agreement");

WHEREAS, Helen E. Dick died on July 1, 2007, and Rollin M. Dick became the sole Trustee of the Foundation; and

WHEREAS, the Trustee desires to amend Paragraph 8 of the Trust Agreement in accordance with the rights reserved in Paragraph 12 thereof.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, the Trust Agreement is hereby amended in accordance with the terms and provisions of this Second Amendment to the Trust Agreement, to be effective as of the date hereof.

ARTICLE I

Pursuant to the terms and provisions of Paragraph 8 of the Trust Agreement, Rollin M. Dick, as the Grantor and sole Trustee, does hereby appoint CHERYL J. DICK to serve with him as Co-Trustees of the Foundation.

31

ARTICLE II

Paragraph 8 of the Trust Agreement is hereby amended in its entirety to read, as follows:

"8. **Number, Additional and Successor Trustees.** During the period ROLLIN M. DICK, as the Grantor, is serving on the Board of Trustees, he shall have the sole right to increase or decrease the number of Trustees; and, in the case of an increase, to appoint the new member(s) of the Board of Trustees or, in the case of a decrease, to designate the person(s) who shall no longer serve on the Board of Trustees. Subject to the provisions hereof, any vacancy occurring in the Board of Trustees caused by death, removal, resignation, refusal or inability (as evidenced by a written certification from a duly licensed physician) to serve, or otherwise, may be filled, or may be treated as a decrease in the number of Trustees, by a two-thirds (2/3) vote of all of the remaining Trustees. Subject to the foregoing provisions of this Clause 8, the Board of Trustees may at any time, by a two-thirds (2/3) vote of all of the then qualified Trustees, change the number of Trustees. Upon the death, resignation, or inability of either ROLLIN M. DICK or CHERYL J. DICK to serve as a Trustee, the other of them shall serve as sole Trustee hereunder. Upon the death, resignation or inability of both ROLLIN M. DICK and CHERYL J. DICK to serve as the Trustee(s), then the number of Trustees shall be three (3), and the three (3) individuals who shall then serve as the Trustees are JERI L. BALLANTINE, presently residing in Indianapolis, Indiana;

32

LAWRENCE E. DICK, presently residing in Huntington Beach, California; and TAMI S. DICK, presently residing in Boulder, Colorado; provided, however, if a vacancy would then or thereafter exist because any of the foregoing individuals shall not be able to serve as a Trustee, then the number of Trustees shall be equal to the number of such individuals who are then able to serve as Trustees; provided, further, upon the death, resignation or inability of all of the foregoing individuals to serve as Trustees, then the grandchildren of ROLLIN M. DICK who have then attained the age of twenty-one (21) years and shall thereafter attain the age of twenty-one (21) years and desire to serve as Trustees of the Foundation shall be appointed as a Trustee, if he or she accepts such appointment in writing. The number of Trustees shall at all times be equal to the number of individuals who qualify to serve as the Trustees in accordance with the foregoing provisions of this Clause 8. Every Trustee appointed by the Board of Trustees shall have and exercise all of the powers and duties conferred upon the Trustee named in this Trust Agreement. Wherever used in this Trust Agreement and where applicable, the term "Trustees" shall mean and include each Trustee and any successor Trustee."

ARTICLE III

As hereby amended by this Second Amendment to the Trust Agreement and not changed in any other respect, all other terms and provisions of the Trust Agreement, as amended, shall remain in full force and effect.

33

IN WITNESS WHEREOF, this Second Amendment to the Trust Agreement has been executed by the Board of Trustees on this 19th day of November, 2012.

Rollin M. Dick

"Board of Trustees"

ACCEPTANCE OF POSITION OF TRUSTEE

The undersigned does hereby accept the appointment to serve as a Trustee of the Foundation, subject to the terms and provisions of the Trust Agreement, as amended, effective as of the date of the foregoing Second Amendment.

Cheryl J. Dick

Cheryl J. Dick

2258025_1

34