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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation Z. OLEN & INEZ PUMPHREY FOUNDATION, INC.		A Employer identification number 35-2013957
Number and street (or P O box number if mail is not delivered to street address) 20 NW FIRST STREET DONALDSON CAPITAL MANAGEMENT	Room/suite	B Telephone number (see instructions) (812) 421-3211
City or town, state, and ZIP code EVANSVILLE, IN 47708		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,644,529.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	64,660.	64,660.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	52,934.			
	b Gross sales price for all assets on line 6a	246,564.			
	7 Capital gain net income (from Part IV, line 2)		52,934.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	117,594.	117,594.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	10,472.	10,472.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,637.	790.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	10.			10.
	24 Total operating and administrative expenses. Add lines 13 through 23	14,119.	11,262.		10.
	25 Contributions, gifts, grants paid	77,700.			77,700.
26 Total expenses and disbursements. Add lines 24 and 25	91,819.	11,262.		77,710.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	25,775.				
b Net investment income (if negative, enter -0-)		106,332.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		67,788.	4,077.	4,077.
	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				
	10 a	Investments - U S and state government obligations (attach schedule) **		348,899.	323,273.	372,955.
	b	Investments - corporate stock (attach schedule) ATCH 6		732,250.	862,394.	1,176,216.
	c	Investments - corporate bonds (attach schedule) ATCH 7		71,784.	56,173.	61,448.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8		29,883.	29,929.	29,833.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,250,604.	1,275,846.	1,644,529.	
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)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		369,462.	369,462.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		881,142.	906,384.	
30	Total net assets or fund balances (see instructions)		1,250,604.	1,275,846.		
31	Total liabilities and net assets/fund balances (see instructions)		1,250,604.	1,275,846.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,250,604.
2	Enter amount from Part I, line 27a	2	25,775.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,276,379.
5	Decreases not included in line 2 (itemize) ATCH 9	5	533.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,275,846.

**ATCH 5

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	52,934.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	68,465.	1,398,144.	0.048968
2010	63,075.	1,243,966.	0.050705
2009	61,600.	1,114,967.	0.055248
2008	82,192.	1,407,263.	0.058406
2007	88,100.	1,683,873.	0.052320
2 Total of line 1, column (d)			2 0.265647
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.053129
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,593,892.
5 Multiply line 4 by line 3			5 84,682.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,063.
7 Add lines 5 and 6			7 85,745.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 77,710.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,127.
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	
3 Add lines 1 and 2		3	2,127.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,127.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,188.	
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	2,188.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	61.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 61. Refunded <input type="checkbox"/>	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ GREGORY DONALDSON Telephone no ▶ 812-421-3211			
Located at ▶ 20 NW FIRST STREET EVANSVILLE, IN ZIP+4 ▶ 47708				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****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
ATCH 10		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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1,576,074.
b	Average of monthly cash balances	1b	42,090.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,618,164.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,618,164.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	24,272.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,593,892.
6	Minimum investment return. Enter 5% of line 5	6	79,695.

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	79,695.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,127.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,127.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,568.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	77,568.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	77,568.

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	77,710.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	77,710.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	77,710.

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				77,568.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007	8,385.			
b From 2008	13,545.			
c From 2009	6,430.			
d From 2010	2,405.			
e From 2011	745.			
f Total of lines 3a through e	31,510.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>77,710.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				77,568.
e Remaining amount distributed out of corpus	142.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,652.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	8,385.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	23,267.			
10 Analysis of line 9				
a Excess from 2008	13,545.			
b Excess from 2009	6,430.			
c Excess from 2010	2,405.			
d Excess from 2011	745.			
e Excess from 2012	142.			

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

NOT APPLICABLE

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

INEZ PUMPHREY

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

N/A

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

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATCH 11				
Total ▶ 3a				77,700.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	64,660.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	52,934.	
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)				117,594.	
13 Total. Add line 12, columns (b), (d), and (e)					117,594.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

		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		

[illegible]

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

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: *Richard M. [Signature]*
 Date: 5/15/2013
 Title: Member

May the IRS discuss this return with the preparer shown below (see instructions)?

<input checked="checked" type="checkbox"/> Yes	<input type="checkbox"/> No
--	-----------------------------

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 <input type="checkbox"/> if self-employed	PTIN
	GRANT G. GLACKMAN, CPA	<i>Grant G. Glackman CPA</i>	5/10/13		P00020286
	Firm's name ▶ BKD, LLP	Firm's EIN ▶ 44-0160260			
	Firm's address ▶ P O BOX 628 EVANSVILLE, IN 47704-0628	Phone no 812-428-6500			

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
246,564.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 193,630.				P	VARIOUS 52,934.	VARIOUS
TOTAL GAIN (LOSS)							<u>52,934.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS AND INTEREST	64,660.	64,660.
TOTAL	<u>64,660.</u>	<u>64,660.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DONALDSON CAP MNGMT-MANAGEMENT	10,472.	10,472.
TOTALS	<u>10,472.</u>	<u>10,472.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	790.	790.
BALANCE DUE 2011 990-PF	659.	
2012 ESTIMATE	2,188.	
TOTALS	<u>3,637.</u>	<u>790.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INDIANA SECRETARY OF STATE	10.	10.
TOTALS	10.	10.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 5</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	323,273.	372,955.
US OBLIGATIONS TOTAL	<u>323,273.</u>	<u>372,955.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	862,394.	1,176,216.
TOTALS	<u>862,394.</u>	<u>1,176,216.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	56,173.	61,448.
TOTALS	<u>56,173.</u>	<u>61,448.</u>

Donaldson Capital Management

PORTFOLIO APPRAISAL

913-174050 Pumphrey Foundation

Endowment-Cornerstone

December 31, 2012

Quantity	Symbol	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
CASH AND EQUIVALENTS										
	cash	CASH		4,076.89		4,076.89	0.2	0.520	21.20	0.5
				4,076.89		4,076.89	0.2		21.20	0.5
COMMON STOCK										
CONSUMER CYCLICALS										
325.00	MCD	MCDONALDS CORP	62.65	20,360.20	88.21	28,668.25	1.7	3.080	1,001.00	3.5
550.00	OMC	OMNICOM GROUP INC	49.89	27,441.70	49.96	27,478.00	1.7	1.200	660.00	2.4
375.00	SWK	STANLEY BLACK & DECKER INC	75.02	28,133.63	73.97	27,738.75	1.7	1.960	735.00	2.6
150.00	TM	TOYOTA MTR CORP ADR NEW	89.32	13,397.57	93.25	13,987.50	0.9	1.459	218.85	1.6
175.00	VFC	V F CORP	66.30	11,602.24	150.97	26,419.75	1.6	3.480	609.00	2.3
				100,935.34		124,292.25	7.6		3,223.85	2.6
CONSUMER STAPLES										
537.00	NSRGY	NESTLE S A REG ADR	26.88	14,437.12	65.17	34,996.29	2.1	2.112	1,134.14	3.2
400.00	PG	PROCTER & GAMBLE	60.19	24,074.70	67.89	27,156.00	1.7	2.248	899.20	3.3
				38,511.82		62,152.29	3.8		2,033.34	3.3
ENERGY										
400.00	XOM	EXXON MOBIL CORP	23.61	9,446.00	86.55	34,620.00	2.1	2.280	912.00	2.6
596.00	KMR	KINDER MORGAN MANAGEMENT LLC	28.11	16,754.29	75.46	44,974.16	2.7	5.160	3,075.36	6.8
1,000.00	OKE	ONEOK INC	38.04	38,038.15	42.75	42,750.00	2.6	1.440	1,440.00	3.4
557.19	RDS.A	ROYAL DUTCH SHELL PLC-ADR A	65.17	36,309.78	68.95	38,418.04	2.3	2.960	1,649.27	4.3
800.00	WMB	WILLIAMS COMPANIES INC	34.40	27,517.84	32.74	26,192.00	1.6	1.355	1,084.00	4.1
				128,066.06		186,954.20	11.4		8,160.63	4.4
FINANCIAL SERVICES										
150.00	BLK	BLACKROCK INC	188.44	28,265.97	206.71	31,006.50	1.9	6.720	1,008.00	3.3

Client is urged to compare the account statement(s) received directly from the Qualified Custodian to the account appraisal(s) provided by Donaldson Capital Management.

Donaldson Capital Management **PORTFOLIO APPRAISAL**

913-174050 Pumphrey Foundation
Endowment-Cornerstone
December 31, 2012

Quantity	Symbol	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
1,176.00	CINF	CINCINNATI FINANCIAL CORP	35.40	41,627.99	39.16	46,052.16	2.8	1.630	1,916.88	4.2
1,100.00	WFC	WELLS FARGO & CO-NEW	25.49	28,039.97	34.18	37,598.00	2.3	1.000	1,100.00	2.9
				97,933.93		114,656.66	7.0		4,024.88	3.5
HEALTH CARE										
800.00	ABT	ABBOTT LABORATORIES	40.64	32,512.92	65.50	52,400.00	3.2	0.560	448.00	0.9
1,700.00	JNJ	JOHNSON & JOHNSON	0.00	0.00	70.10	119,170.00	7.2	2.440	4,148.00	3.5
				32,512.92		171,570.00	10.4		4,596.00	2.7
INDUSTRIALS										
2,015.00	GE	GENERAL ELECTRIC CO	26.07	52,539.75	20.99	42,294.85	2.6	0.760	1,531.40	3.6
500.00	UTX	UNITED TECH CP	72.62	36,309.77	82.01	41,005.00	2.5	2.140	1,070.00	2.6
				88,849.52		83,299.85	5.1		2,601.40	3.1
REAL ESTATE										
675.00	HCN	HEALTH CARE REIT INC	51.00	34,422.68	61.29	41,370.75	2.5	3.060	2,065.50	5.0
5,000.00	JEXYF	JIANGSU EXPRESSWAY CO LTD-H	0.92	4,595.00	1.00	5,000.00	0.3	0.057	285.00	5.7
825.00	O	REALTY INCOME CORP	28.02	23,118.45	40.21	33,173.25	2.0	2.171	1,791.07	5.4
				62,136.13		79,544.00	4.8		4,141.57	5.2
TECHNOLOGY										
325.00	ACN	ACCENTURE PLC	59.21	19,243.77	66.50	21,612.50	1.3	1.620	526.50	2.4
600.00	ADP	IRELAND SHS CLASS A AUTOMATIC DATA PROCESSING INC	53.43	32,057.82	56.93	34,158.00	2.1	1.740	1,044.00	3.1
125.00	IBM	INTERNATIONAL BUSINESS MACHINES CORP	118.19	14,773.49	191.55	23,943.75	1.5	3.400	425.00	1.8
				66,075.08		79,714.25	4.8		1,995.50	2.5

Client is urged to compare the account statement(s) received directly from the Qualified Custodian to the account appraisal(s) provided by Donaldson Capital Management.

Donaldson Capital Management **PORTFOLIO APPRAISAL**

913-174050 Pumphrey Foundation
Endowment-Cornerstone
December 31, 2012

Quantity	Symbol	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
UTILITIES										
450.00	D	DOMINION RES INC VA NEW	35.86	16,138.71	51.80	23,310.00	1.4	2.250	1,012.50	4.3
400.00	NEE	NEXTERA ENERGY INC COM	54.88	21,951.84	69.19	27,676.00	1.7	2.400	960.00	3.5
400.00	SO	SOUTHERN COMPANY	31.71	12,683.96	42.81	17,124.00	1.0	1.960	784.00	4.6
				50,774.51		68,110.00	4.1		2,756.50	4.0
		COMMON STOCK Total		665,795.31		970,293.50	59.0		33,533.68	3.5
TEMP BOND PROXY										
TEMPORARY BOND PROXY										
1,300.00	T	AT&T INC	31.80	41,343.40	33.71	43,823.00	2.7	1.800	2,340.00	5.3
550.00	RY	ROYAL BANK OF CANADA	54.03	29,714.25	60.30	33,165.00	2.0	2.417	1,329.35	4.0
				71,057.65		76,988.00	4.7		3,669.35	4.8
		TEMP BOND PROXY Total		71,057.65		76,988.00	4.7		3,669.35	4.8
PREFERRED STOCK										
500.00	BCS-A	BARCLAY 7.12% PFD	23.26	11,629.00	25.06	12,530.00	0.8	1.780	890.00	7.1
625.00	BBT-E	BB&T CORP PERP/CALL 8/2017	25.00	15,625.00	25.48	15,925.00	1.0	1.410	881.25	5.5
400.00	DTK	DB CAP TR 7.6% C 02/2018	25.62	10,247.92	26.94	10,776.00	0.7	1.900	760.00	7.1
500.00	GEP	GENL ELEC CAP	25.72	12,860.00	25.28	12,640.00	0.8	1.130	565.00	4.5
900.00	HBC-A	HSBC HOLDINGS PLC NON-CUM C 12/2010	25.00	22,500.00	25.03	22,527.00	1.4	1.550	1,395.00	6.2
500.00	PFF	PFD STK INDEX ETF I-SHARES	38.80	19,399.00	39.62	19,810.00	1.2	3.116	1,558.00	7.9
400.00	PNC-P	PNC FINANCIAL SER P C5/22	25.31	10,124.00	27.74	11,096.00	0.7	1.530	612.00	5.5
300.00	SWJ	STANLEY BLACK & DECKER INC 5.72%	25.26	7,578.92	25.95	7,785.00	0.5	1.430	429.00	5.5

Client is urged to compare the account statement(s) received directly from the Qualified Custodian to the account appraisal(s) provided by Donaldson Capital Management.

Donaldson Capital Management

PORTFOLIO APPRAISAL

913-174050 Pumphrey Foundation
Endowment-Cornerstone
December 31, 2012

Quantity	Symbol	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
600.00	WNA-	WACHOVIA PFD 7.25% C 12/2022	25.96	15,576.71	26.41	15,846.00	1.0	1.810	1,086.00	6.9
BOND SECTORS										
1,300.00	BAB	BAB TXBL BD FD ETF PWR SHARES	28.69	37,300.30	30.24	39,312.00	2.4	1.416	1,840.80	4.7
CORPORATE BONDS										
19,000	018490AM4	ALLERGAN INC 5.750% Due 04-01-16 Accrued Interest	99.33	18,872.73	115.07	21,863.11	1.3	5.750	1,092.50	5.0
TAXABLE MUNICIPAL BONDS										
15,000	215723GK7	COOK CNTY SCH SER-B GO C 12/2017	104.07	15,610.98	117.69	17,653.50	1.1	6.000	900.00	5.1
30,000	771420AE6	6.000% Due 12-01-21 ROCHESTER IN SCH CONSTR BD TXBL SF 7/20	103.05	30,914.97	112.43	33,729.00	2.1	5.650	1,695.00	5.0
25,000	20281PCE0	5.650% Due 01-01-22 COMMONWEALTH FING AUTH PA REV S60/2022	102.60	25,650.63	122.14	30,535.50	1.9	6.390	1,597.50	5.2
25,000	366476FQ7	6.390% Due 06-01-24 GARRETT-KEYSER-BUTLER IND MSBC BAB TXBL C1/21	100.11	25,028.41	123.26	30,816.25	1.9	6.500	1,625.00	5.3
20,000	879662FD1	6.500% Due 07-15-25 TELL CITY TROY TWP IND SBC TXBL SF 1/23	100.11	20,022.94	117.22	23,443.20	1.4	5.700	1,140.00	4.9
		5.700% Due 01-15-26								

Client is urged to compare the account statement(s) received directly from the Qualified Custodian to the account appraisal(s) provided by Donaldson Capital Management.

Donaldson Capital Management **PORTFOLIO APPRAISAL**

913-174050 Pumphrey Foundation
Endowment-Cornerstone
December 31, 2012

Quantity	Symbol	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
25,000	88788QAA3	TIPPECANOE VY 2011 SBC TXBL NC	103.36	25,839.27	117.18	29,294.00	1.8	5.350	1,337.50	4.6
25,000	213188DA0	5.350% Due 01-15-26 COOK CNTY ILL HS DIST BAB TXBL C12/19 SF12/24	107.76	26,939.18	123.60	30,899.25	1.9	6.200	1,550.00	5.0
20,000	726262BZ0	6.200% Due 12-01-26 PLAINFIELD IL FIRE DIST GO TXBL C 01/2018	100.08	20,015.68	111.29	22,258.00	1.4	6.200	1,240.00	5.6
25,000	215723KC0	6.200% Due 01-01-28 COOK CNTY IL CMNTH HS TXBL C12/20 SF 12/26	115.78	28,945.26	125.23	31,307.00	1.9	7.000	1,750.00	5.6
25,000	602245UM2	7.000% Due 12-01-28 MILWAUKEE CNTY WIS TXBLE-PENSION PROM TXBL SF 12/2020	111.82	27,955.58	137.01	34,251.75	2.1	6.840	1,710.00	5.0
25,000	914440KJ0	6.840% Due 12-01-28 UNIV MASS BLDG AUTH PRJCT REV BAB TXBL C 05/2019	102.04	25,509.69	114.09	28,523.75	1.7	6.420	1,605.00	5.6
25,000	976215AU7	6.420% Due 05-01-29 WINTERSET IOWA CMNTY SCH DIST TXBL C7/20	103.25	25,812.45	111.48	27,869.25	1.7	4.650	1,162.50	4.2
25,000	455152CE6	4.650% Due 07-01-29 INDIANA UNIV COPS B TXBL C 12/2019	100.11	25,028.47	109.67	27,416.75	1.7	5.950	1,487.50	5.4
		5.950% Due 12-01-29 Accrued Interest				4,957.54	0.3			
				323,273.52		372,954.74	22.7		18,800.00	5.1

Client is urged to compare the account statement(s) received directly from the Qualified Custodian to the account appraisal(s) provided by Donaldson Capital Management.

Donaldson Capital Management
PORTFOLIO APPRAISAL

913-174050 Pumphrey Foundation
 Endowment-Cornerstone
 December 31, 2012

Quantity	Symbol	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
CERTIFICATES OF DEPOSIT										
30,000	86789VHU4	SUNTRUST BANK CD FLOAT 06/12 4.000% Due 06-30-14 Accrued Interest	99.76	29,928.83	99.41	29,822.40	1.8	4.000	1,200.00	4.0
						10.00	0.0			
				29,928.83		29,832.40	1.8		1,200.00	4.0
TOTAL PORTFOLIO				1,275,845.78		1,644,528.77	100.0		68,333.78	4.2

Client is urged to compare the account statement(s) received directly from the Qualified Custodian to the account appraisal(s) provided by Donaldson Capital Management

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SUNTRUST BANK CD	29,929.	29,833.
TOTALS	<u>29,929.</u>	<u>29,833.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BOND AMORTIZATION

533.

TOTAL

533.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
INEZ G. PUMPHREY 20 NW FIRST STREET EVANSVILLE, IN 47708	PRESIDENT	0	0	0
GREGORY C. DONALDSON 20 NW FIRST STREET EVANSVILLE, IN 47708	TREASURER	0	0	0
GRAND TOTALS		0	0	0

FORM 990DPF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
UNIVERSITY OF SOUTHERN INDIANA 8600 UNIVERSITY BLVD EVANSVILLE, IN 47712	NONE	PUBLIC	CHARITABLE	30,500
OAKLAND CITY UNIVERSITY 138 N LUCRETIA STREET OAKLAND CITY, IN 47660	NONE	PUBLIC	CHARITABLE	17,500
UNIVERSITY OF EVANSVILLE 1600 E WALNUT EVANSVILLE, IN 47714	NONE	PUBLIC	CHARITABLE	17,500
SALVATION ARMY 206 S GIBSON STREET PRINCETON, IN 47670	NONE	PRIVATE	CHARITABLE	1,500
HANOVER COLLEGE PO BOX 108 HANOVER, IN 47243	NONE	PUBLIC	CHARITABLE	3,800
GIBSON COUNTY FOUNDATION 109 N HART STREET PRINCETON, IN 47670	NONE	PUBLIC	CHARITABLE	1,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
IVY TECH COMMUNITY COLLEGE 3501 N FIRST AVENUE EVANSVILLE, IN 47710	NONE	PUBLIC	CHARITABLE	2,700
VINCENNES UNIVERSITY 1002 N FIRST STREET VINCENNES, IN 47591	NONE	PUBLIC	CHARITABLE	2,700
TOTAL CONTRIBUTIONS PAID				<u>77,700</u>