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Assets	Part II . Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		46,878.	111,162.	111,162.
	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				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) ATCH 7		381,740.	407,344.	602,942.
	c Investments - corporate bonds (attach schedule) ATCH 8		44,845.	57,460.	56,883.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) ATCH 9		166,899.	208,784.	211,286.
	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)		640,362.	784,750.	982,273.
	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		640,362.	784,750.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		640,362.	784,750.	
	31 Total liabilities and net assets/fund balances (see instructions)		640,362.	784,750.	

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	640,362.
2 Enter amount from Part I, line 27a	2	144,388.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	784,750.
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	784,750.

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	4,180.
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	79,719.	796,641.	0.100069	
2010	59,232.	767,514.	0.077174	
2009	36,620.	688,858.	0.053160	
2008	44,715.	781,845.	0.057192	
2007	58,234.	862,039.	0.067554	
2 Total of line 1, column (d)			2	0.355149
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	0.071030
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4	895,953.
5 Multiply line 4 by line 3			5	63,640.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	400.
7 Add lines 5 and 6			7	64,040.
8 Enter qualifying distributions from Part XII, line 4			8	39,975.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.				

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b
 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)
 3 Add lines 1 and 2
 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0)
 5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0
 6 Credits/Payments.
 a 2012 estimated tax payments and 2011 overpayment credited to 2012
 b Exempt foreign organizations - tax withheld at source
 c Tax paid with application for extension of time to file (Form 8868)
 d Backup withholding erroneously withheld
 7 Total credits and payments. Add lines 6a through 6d
 8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached
 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**
 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**
 11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► Refunded ► 11

1	799.
2	
3	799.
4	0
5	799.
7	216.
8	
9	583.
10	
11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
 1b 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
 1c Did the foundation file Form 1120-POL for this year?
 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____
 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____
 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.
 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*
 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 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
 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?
 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*
 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
 IN,
 b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*
 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*
 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6		X
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► 765-662-2525	Located at ►FACTORY & HENDERSON STREETS MARION, IN ZIP+4 ► 46953
15	and enter the amount of tax-exempt interest received or accrued during the year ► 15	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 ►		
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?		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)		
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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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 ►

Form 990-PF (2012)

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	848,238.
b	Average of monthly cash balances	1b	61,359.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	909,597.
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	909,597.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	13,644.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	895,953.
6	Minimum investment return. Enter 5% of line 5	6	44,798.

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	44,798.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	799.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	799.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	43,999.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	43,999.
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	43,999.

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	39,975.
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	39,975.
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	39,975.

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				43,999.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007	17,456.			
b From 2008	6,581.			
c From 2009	2,753.			
d From 2010	21,692.			
e From 2011	40,319.			
f Total of lines 3a through e	88,801.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 39,975.				
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				39,975.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))	4,024.			4,024.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	84,777.			
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)	13,432.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	71,345.			
10 Analysis of line 9:				
a Excess from 2008	6,581.			
b Excess from 2009	2,753.			
c Excess from 2010	21,692.			
d Excess from 2011	40,319.			
e Excess from 2012				

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

NOT APPLICABLE

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				<input type="checkbox"/> (e) Total
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)(ii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

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

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

N/A

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

N/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**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 11				
Total			► 3a	38,695.
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			14	72.	
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	36,845.	
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	4,180.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 12		-5,955.		4.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-5,955.		41,101.	
13 Total Add line 12, columns (b), (d), and (e)				13	35,146.

Part XVI. B. Relationship of Activities to the Accomplishment of Event Purposes

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

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

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

Paid Preparer Use Only	Print/Type preparer's name MARVIN D. BROWN, CPA	Preparer's signature 	Date 5/10/13	Check <input type="checkbox"/> if self-employed	PTIN P00151124
	Firm's name ► BKD, LLP	Firm's EIN ► 44-0160260			
	Firm's address ► 201 N. ILLINOIS STREET INDIANAPOLIS, IN	46204	Phone no 317.383.4000		

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

2012

Name of the organization

ATLAS FOUNDRY FOUNDATION, INC.

Employer identification number

35-6041739

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 33 1/3 % 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)

Name of organization ATLAS FOUNDRY FOUNDATION, INC.

Employer identification number

35-6041739

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	ATLAS FOUNDRY COMPANY INC FACTORY & HENDERSON MARION, IN 46953	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization ATLAS FOUNDRY FOUNDATION, INC.

Employer identification number

35-6041739

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
-----	-----	\$ -----	-----
(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 ATLAS FOUNDRY FOUNDATION, INC.

Employer identification number

35-6041739

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.

Use duplicate copies of Part III if additional space is needed.

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.
► 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

ATLAS FOUNDRY FOUNDATION, INC.

Employer identification number

35-6041739

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales pnce	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	153 .
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ► 5		153 .

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales pnce	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	4,027 .
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ► 12		4,027 .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			153 .
14 Net long-term gain or (loss):				
a Total for year	14a			4,027 .
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			4,180 .

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16 ()
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20 If zero or less, enter -0-	22		
23 Subtract line 22 from line 17 If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,400	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Department of the Treasury
Internal Revenue Service

- 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.

Name of estate or trust

Employer identification number

ATLAS FOUNDRY FOUNDATION, INC.

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

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

153.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA

2F1221 2 000

91855I D310

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(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)
6a ALLIANCEBERNSTEIN HLDG	VAR	VAR	16,763.	30,977.	-14,214.
WELLS FARGO & CO NEW	VAR	10/22/2012	60,722.	44,845.	15,877.
DEL INFL PRTCTD BD CL A	VAR	11/16/2012	51,716.	49,525.	2,191.
ALLIANCE BERSTEIN FROM K-1	VAR	VAR	304.		304.
BUCKEYE PARTNERS FROM K-1				110.	-110.
ENTERPRISE PRODUCTS PARTNERS FROM K-1	VAR	VAR		21.	-21.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 4,027.

Schedule D-1 (Form 1041) 2012

ATLAS FOUNDRY FOUNDATION INC

EMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
Total Cash and Money Funds							
111,161	CASH	01/31/07	111,161.00	111,161.00	1.13	22.23	
	ML BANK DEPOSIT PROGRAM						
	Total Cash and Money Funds		111,162.13		111,162.13		22.23
Corporate Bonds							
2,033	AEGON N.V. (AEG) \$25 NON-CUM SUB NOTES 8.00% DUE FEB 15 2042	10/22/12	57,459.54	56,883.34	(576.20)	4,067.00	
	Total Corporate Bonds		57,459.54		56,883.34	(576.20)	4,067.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
Total Equities						
135	ALTRIA GROUP INC	02/11/92	800.69	4,244.40	3,443.71	238.00
1,044	ALTRIA GROUP INC	01/27/11	25,427.60	32,823.36	7,395.76	1,838.00
1,106	ALTRIA GROUP INC	04/26/11	29,587.70	34,772.64	5,184.94	1,947.00
30	ALTRIA GROUP INC (.1831 FRACTIONAL SHARE)	10/11/12	999.29	943.20	(56.09)	53.00
		10/11/12	6.10	5.76	(0.34)	1.00

PLEASE SEE REVERSE SIDE
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Statement Period Year Ending 12/31/12
Account No. 655-04E76

EMI[®] Fiscal Statement

ATLAS FOUNDRY FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
Apple Inc						
100	APPLE INC	11/16/12	53,452.37	53,217.29	(235.08)	1,060.00
150	BERKSHIRE HATHAWAY INC DEL CL B NEW	10/20/94	3,285.00	13,455.00	10,170.00	
200	BERKSHIRE HATHAWAY INC DEL CL B NEW	02/23/10	16,137.64	17,940.00	1,802.36	
50	BERKSHIRE HATHAWAY INC DEL CL B NEW	02/23/10	4,033.57	4,485.00	451.43	
250	BOEING COMPANY	05/09/07	23,788.43	18,840.00	(4,948.43)	485.00
1	BOEING COMPANY	09/10/12	72.27	75.36	3.09	2.00
1	BOEING COMPANY	12/10/12	73.40	75.36	1.96	2.00
1	BOEING COMPANY	12/10/12	74.62	75.36	0.74	2.00
	(0050 FRACTIONAL SHARE)	12/10/12	0.37	0.38	0.01	1.00
76	COCA COLA COM	04/26/11	2,566.06	2,755.00	188.94	78.00
800	COCA COLA COM	04/26/11	27,017.40	29,000.00	1,982.60	816.00
5	COCA COLA COM	10/02/12	193.00	181.25	(11.75)	6.00
1	COCA COLA COM	12/18/12	38.37	36.25	(2.12)	2.00
5	COCA COLA COM	12/18/12	187.48	181.25	(6.23)	6.00
	(7836 FRACTIONAL SHARE)	12/18/12	29.38	28.41	(0.97)	1.00

PLEASE SEE REVERSE SIDE
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Statement Period Year Ending 12/31/12
Account No. 655-04E76

EMA® Fiscal Statement

ATLAS FOUNDRY FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
Equities						
403	COLGATE PALMOLIVE	02/11/92	4,694.95	42,129.62	37,434.67	1,000.00
2	COLGATE PALMOLIVE	08/16/12	210.75	209.08	(1.67)	5.00
2	COLGATE PALMOLIVE	11/16/12	207.75	209.08	1.33	5.00
	(7904 FRACTIONAL SHARE)	11/16/12	82.67	82.63	(0.04)	2.00
230	EXXON MOBIL CORP COM	05/10/10	15,218.15	19,906.50	4,688.35	525.00
1	EXXON MOBIL CORP COM	09/11/12	89.79	86.55	(3.24)	3.00
1	EXXON MOBIL CORP COM	12/11/12	88.50	86.55	(1.95)	3.00
	(9506 FRACTIONAL SHARE)	12/11/12	84.73	82.27	(2.46)	3.00
1,375	FORD MOTOR CO	10/13/10	19,279.77	17,806.25	(1,473.52)	275.00
7	FORD MOTOR CO	09/05/12	66.13	90.65	24.52	2.00
6	FORD MOTOR CO	12/04/12	68.40	77.70	9.30	2.00
	(3382 FRACTIONAL SHARE)	12/04/12	3.32	4.38	1.06	1.00
1,200	APOLLO INVESTMENT CORP	01/27/11	14,573.93	10,032.00	(4,541.93)	960.00
400	APOLLO INVESTMENT CORP	01/27/11	4,857.02	3,344.00	(1,513.02)	320.00
500	APOLLO INVESTMENT CORP	01/27/11	6,077.87	4,180.00	(1,897.87)	400.00
51	APOLLO INVESTMENT CORP	10/11/12	414.78	426.36	11.58	41.00
	(6415 FRACTIONAL SHARE)	10/11/12	5.22	5.36	0.14	1.00
PLEASE SEE REVERSE SIDE						
Page 7 of 30						
Statement Period Year Ending 12/31/12						
Account No. 655-04E76						

EMA® Fiscal Statement

ATLAS FOUNDRY FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est. Annual Income
Equities						
Equities						
425	HOSPITALITY PPTYS TRUST REIT	10/28/05	15,629.18	9,953.50	(5,675.68)	799.00
8	HOSPITALITY PPTYS TRUST REIT	08/23/12	189.75	187.36	(2.39)	16.00
9	HOSPITALITY PPTYS TRUST REIT	11/23/12	198.26	210.78	12.52	17.00
(.3020 FRACTIONAL SHARE)						
145	JOHNSON AND JOHNSON COM	07/21/93	3,047.91	10,164.50	7,116.59	354.00
180	JOHNSON AND JOHNSON COM	06/17/96	4,387.50	12,618.00	8,230.50	440.00
2	JOHNSON AND JOHNSON COM	09/12/12	136.75	140.20	3.45	5.00
1	JOHNSON AND JOHNSON COM	12/12/12	68.67	70.10	1.43	3.00
2	JOHNSON AND JOHNSON COM	12/12/12	142.55	140.20	(2.35)	5.00
(.7055 FRACTIONAL SHARE)						
5,500	MEDMIRA INC	02/03/05	4,173.06	276.10	(3,896.96)	
200	MEDMIRA INC	02/03/05	149.93	10.04	(139.89)	
220	MCDONALDS CORP	COM	02/11/92	4,796.00	19,406.20	14,610.20
220	MCDONALDS CORP	COM	07/05/94	3,245.00	19,406.20	16,161.20
3	MCDONALDS CORP	COM	09/19/12	279.74	264.63	(15.11)

PLEASE SEE REVERSE SIDE
Page 8 of 30 Statement Period Year Ending 12/31/12 Account No. 655-04E76

EMA® Fiscal Statement

ATLAS FOUNDRY FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1	MCDONALDS CORP COM	12/18/12	91.00	88.21	(2.79)	4.00
3	MCDONALDS CORP COM (.0948 FRACTIONAL SHARE)	12/18/12	270.07	264.63	(5.44)	10.00
135	PHILIP MORRIS INTL INC	02/11/92	8.53	8.36	(0.17)	1.00
431	PHILIP MORRIS INTL INC	04/26/11	1,824.53	11,291.40	9,466.87	459.00
5	PHILIP MORRIS INTL INC (.2300 FRACTIONAL SHARE)	10/12/12	29,567.61	36,048.84	6,481.23	1,466.00
240	PEPSICO INC	06/20/94	459.93	418.20	(41.73)	17.00
1	PEPSICO INC (.8214 FRACTIONAL SHARE)	10/01/12	3,455.09	16,423.20	12,968.11	516.00
415	PROCTER & GAMBLE CO	02/11/92	70.82	68.43	(2.39)	3.00
3	PROCTER & GAMBLE CO (.5131 FRACTIONAL SHARE)	10/01/12	58.17	56.21	(1.96)	2.00
200	SCHLUMBERGER LTD (.7510 FRACTIONAL SHARE)	08/04/93	5,442.15	28,174.35	22,732.20	933.00
146	SPECTRA ENERGY CORP	10/16/12	199.16	203.67	4.51	7.00
23	SPECTRA ENERGY CORP	08/06/93	34.06	34.83	0.77	2.00
			2,879.85	13,859.72	10,979.87	220.00
			55.00	52.04	(2.96)	1.00
			1,458.60	3,997.48	2,538.88	179.00
			224.68	629.74	405.06	29.00
PLEASE SEE REVERSE SIDE						
		Page 9 of 30	Statement Period Year Ending 12/31/12	Account No. 655-04E76		

ATLAS FOUNDRY FOUNDATION INC

EMA® Fiscal Statement

ATLAS FOUNDRY FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est. Annual Income
Equities						
1	SPECTRA ENERGY CORP	09/11/12	28.78	27.38	(1.40)	2.00
1	SPECTRA ENERGY CORP	12/11/12	28.14	27.38	(0.76)	2.00
1	SPECTRA ENERGY CORP	12/11/12	27.00	27.38	0.38	2.00
	(.5717 FRACTIONAL SHARE)					
13	TRANSOCEAN LTD	12/11/12	15.44	15.65	0.21	1.00
08/04/93			236.56	580.58	344.02	
01/27/11			25,329.61	16,847.11	(8,482.50)	1,540.00
09/04/12			345.84	317.87	(27.97)	30.00
12/03/12			49.61	45.41	(4.20)	5.00
12/03/12			352.68	317.87	(34.81)	30.00
	(.5911 FRACTIONAL SHARE)			29.78	26.84	(2.94)
04/26/11			29,575.21	33,303.20	3,727.99	1,729.00
10/26/11			26,688.16	29,046.40	2,358.24	1,508.00
08/10/12			760.22	751.20	(9.02)	39.00
11/09/12			804.87	801.28	(3.59)	42.00
11/09/12			44.86	44.43	(0.43)	3.00
PLEASE SEE REVERSE SIDE						
Page 10 of 30	Statement Period 12/31/12	Year Ending 12/31/12	Account No 655-04E76			

EMI[®] Fiscal Statement

ATLAS FOUNDRY FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
Equities						
550	MAGELLAN MIDSTREAM PARTNERS LP	08/10/06	9,911.14	23,754.50	13,843.36	1,067.00
6	MAGELLAN MIDSTREAM PARTNERS LP	08/15/12	240.72	259.14	18.42	12.00
1	MAGELLAN MIDSTREAM PARTNERS LP	11/15/12	40.04	43.19	3.15	2.00
6	MAGELLAN MIDSTREAM PARTNERS LP (2108 FRACTIONAL SHARE)	11/15/12	239.88	259.14	19.26	12.00
Total Equities			431,173.20	602,942.19	171,768.99	22,974.00
Mutual Funds/Closed End Funds/UIT						
3,699	IVY HIGH INCOME FUND CL B .9880 Fractional Share	03/18/09	25,787.00	31,589.46	5,802.46	2,102.00
1,562	VAN KAMPEN 1243 DIVID SUSTAINABILITY PORT 2012 QUARTERLY CASH) 4934 Fractional Share	12/13/12	8.44	8.44	1.00	1.00
20,118	LORD ABBETT BOND DEBENTURE FD CL A	09/06/12	16,102.30	15,916.78	(185.52)	350.00
		12/27/12	5.01	5.03	0.02	1.00
		02/29/12	166,876.39	163,760.52	(3,115.87)	9,557.00

PLEASE SEE REVERSE SIDE
Page
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Statement Period
Year Ending 12/31/12

Account No.
655-04E76

EMA® Fiscal Statement

ATLAS FOUNDRY FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est. Annual Income
.6490	Fractional Share	11/30/12	5.24	5.28	0.04	1.00
Total Mutual Funds/Closed End Funds/UIT			208,784.38	211,285.51	2,501.13	12,012.00

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Statement Period
Year Ending 12/31/12

Account No.
655-04E76

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH FROM K-1 INVESTMENTS	31. 41.	31. 41.
TOTAL	<u><u>72.</u></u>	<u><u>72.</u></u>

ATTACHMENT 1

918551 D310

ATTACHMENT 1
PAGE 20

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH FROM K-1 INVESTMENTS	36,804. 41.	36,804. 41.
TOTAL	<u>36,845.</u>	<u>36,845.</u>

ATTACHMENT 2

91855I D310

ATTACHMENT 2
PAGE 21

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ORDINARY INCOME FROM K-1S	-5,951.	4.
TOTALS	<u><u>-5,951.</u></u>	<u><u>4.</u></u>

ATTACHMENT 3

918551 D310

ATTACHMENT 3
PAGE 22

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH - EMA FEE	150.	150.
TOTALS	<u>150.</u>	<u>150.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ESTIMATED TAX PAYMENTS	12.
TOTALS	<u>12.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
IN SECRETARY OF STATE MISCELLANEOUS EXPENSE	10. 1,139. 6.		10. 19. 6.
CONTRIBUTIONS FROM K-1S			
INVESTMENT INTEREST EXPENSE	6.		
NONDEDUCTIBLE EXPENSES	290.		
			<u>35.</u>
TOTALS	<u>1,451.</u>		<u>6.</u>

ATTACHMENT 6

91855I D310

ATTACHMENT 6
PAGE 25

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH (SEE ATTACHED)	<u>381,740.</u>	<u>407,344.</u>	<u>602,942.</u>
TOTALS	<u>381,740.</u>	<u>407,344.</u>	<u>602,942.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH (SEE ATTACHED)	<u>44,845.</u>	<u>57,460.</u>	<u>56,883.</u>
TOTALS	<u><u>44,845.</u></u>	<u><u>57,460.</u></u>	<u><u>56,883.</u></u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH (SEE ATTACHED)	166,899.	208,784.	211,286.
TOTALS	<u>166,899.</u>	<u>208,784.</u>	<u>211,286.</u>

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

ATTACHMENT 10

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

JAMES GARTLAND JR
FACTORY & HENDERSON STREET
MARION, IN 46953

DIRECTOR 0 0

GREG GARTLAND
FACTORY & HENDERSON STREET
MARION, IN 46953

DIRECTOR 0 0

GRAND TOTALS

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
YMCAs 123 SUTTER WAY MARION, IN 46952-4401	NONE PUBLIC	GENERAL		5,000.
GRANT COUNTY ECONOMIC GROWTH 301 S. ADAMS ST. MARION, IN 46952	NONE PUBLIC	GENERAL		2,400
FAMILY SERVICES 101 S. WASHINGTON ST #200 MARION, IN 46952-3868	NONE PUBLIC	GENERAL		3,500
HOSTESS HOUSE 723 WEST 4TH STREET MARION, IN 46952	NONE PUBLIC	GENERAL		1,000.
ST. PAUL 1009 KEM ROAD MARION, IN 46952	NONE PUBLIC	GENERAL		10,500.
FOUNDRY EDUCATIONAL FOUNDATION 1695 N. PENNY LANE SCHAUMBURG, IL 60173		GENERAL		1,500.

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	
		AMOUNT	AND
MARION PARKS WALKWAY OF LIGHTS P. O. BOX 716 MARION, IN 46952	NONE PUBLIC	2,000 GENERAL	
INDIANA COLLEGES 1101 WEST OHIO ST. #2000 INDIANAPOLIS, IN 46208	NONE PUBLIC	1,000 GENERAL	
UNIVERSITY OF NOTRE DAME 1112 NORTH NOTRE DAME AVENUE SOUTH BEND, IN 46556	NONE PUBLIC	500 GENERAL	
ST. JOSEPH COLLEGE PO BOX 870 RENSSELAER, IN 47978	NONE PUBLIC	100 GENERAL	
MEALS ON WHEELS 324 SOUTH ADAMS STREET MARION, IN 46953-2041	NONE PUBLIC	6,000 GENERAL	
UNITED WAY 305 SOUTH WASHINGTON STREET MARION, IN 46952			

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PAL CLUB 555 E NORTON STREET MARION, IN 46952	NONE PUBLIC	GENERAL	500.
MARION PHILHARMONIC 428 S WASHINGTON STREET, STE 201 MARION, IN 46953	NONE PUBLIC	GENERAL	1,000
LIONS CLUB 10152 SOUTH 100 EAST FAIRMONT, IN 46928-9329	NONE PUBLIC	GENERAL	350.
CONCERTS IN THE PARK 301 S. BRANSON ST MARION, IN 46952	NONE PUBLIC	GENERAL	1,000
MARION ROTARY CLUB DISTRICT 6560 MARION, IN 46952	NONE PUBLIC	GENERAL	250.
NORTHERN GOSPEL SINGING CONVENTION 2172 WEST CHAPEL PIKE MARION, IN 46952	NONE PUBLIC	GENERAL	50.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	AND	FOUNDATION STATUS OF RECIPIENT		
DRUG AND ALCOHOL RESOURCE TEAM (DART) 505 WEST THIRD STREET MARION, IN 46952	NONE PUBLIC	GENERAL	100	
COMMUNITY SCHOOL ARTS (CSA) 305 SOUTH ADAMS STREET MARION, IN 46952	NONE PUBLIC	GENERAL	500	
CHRISTMAS CITY CHORUS 2302 S. GENEVA AVE. MARION, IN 46953	NONE PUBLIC	GENERAL	100.	
GRANT COUNTY 4H 6640 INTECH BLVD. STE. 120 INDIANAPOLIS, IN 46278	NONE PUBLIC	GENERAL	25.	
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	NONE PUBLIC	GENERAL	100.	
JUSTICE MIDDLE SCHOOL 720 N MILLER AVE MARION, IN 46952	NONE PUBLIC	GENERAL	100.	

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

MAIN STREET MARION 100 N WASHINGTON ST MARION, IN 46952	NONE PUBLIC	GENERAL	120.
DUNDEE SENIOR MEALS ON WHEELS	NONE PUBLIC	GENERAL	100.
MINORITY HEALTH COALITION 3266 N. MERIDIAN ST SUITE 704 INDIANAPOLIS, IN 46208	NONE PUBLIC	GENERAL	100.
NEEDHAM STOREY 1341 N BALDWIN AVE MARION, IN 46952	NONE PUBLIC	GENERAL	100.
TAYLOR FILM FESTIVAL 236 W READE AVE UPLAND, IN 46989	NONE PUBLIC	GENERAL	100.
MARION H.S. 3.5 GPA 1240 S ADAMS ST MARION, IN 46952	NONE PUBLIC	GENERAL	100.
		TOTAL CONTRIBUTIONS PAID	<u>18,635</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ORDINARY INCOME FROM INVESTMENTS	523000	-5,955.	01	4.	
TOTALS		<u><u>-5,955.</u></u>		<u><u>4.</u></u>	

ATTACHMENT 12

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			
48,045.		IVY LIMITED TERM BD FD A PROPERTY TYPE: SECURITIES 47,962.				P VAR	02/29/2012	83.
26,584.		AMRCN CENT SHRT DUR A PROPERTY TYPE: SECURITIES 26,738.				P VAR	02/29/2012	-154.
17,850.		AMER SH TRM BD FD AMER B PROPERTY TYPE: SECURITIES 17,873.				P VAR	02/29/2012	-23.
16,763.		ALLIANCEBERNSTEIN HLDG PROPERTY TYPE: SECURITIES 30,977.				P VAR	VAR	-14,214.
60,722.		WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES 44,845.				P VAR	10/22/2012	15,877.
1,012.		WELLS FARGO & CO NEW 1,000.				P VAR	VAR	12.
51,716.		DEL INFL PRTCTD BD CL A PROPERTY TYPE: SECURITIES 49,525.				P VAR	11/16/2012	2,191.
2,842.		DEL INFL PRTCTD BD CL A PROPERTY TYPE: SECURITIES 2,716.				P VAR	11/16/2012	126.
109.		ALLIANCE BERNSTEIN FROM K-1				P VAR	VAR	109.
304.		ALLIANCE BERSTEIN FROM K-1				P VAR	VAR	304.
		BUCKEYE PARTNERS FROM K-1 110.				P VAR	-110.	
		ENTERPRISE PRODUCTS PARTNERS FROM K-1 21.				P VAR	-21.	VAR
TOTAL GAIN (LOSS)								<u>4,180.</u>