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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

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 ,

Name of foundation Nina Mason Pulliam Charitable Trust		A Employer identification number 35-6644088
Number and street (or P.O. box number if mail is not delivered to street address) 135 North Pennsylvanis Street		B Telephone number (see the instructions) (317) 231-6075
City or town Indianapolis	State ZIP code IN 46204	C If exemption application is pending, check here ☐
G Check all that apply:		D 1 Foreign organizations, check here ☐
☐ Initial return	☐ Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Final return	☐ Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Address change	☐ Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation		
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 352,881,664.		
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>				
1 Contributions, gifts, grants, etc., received (att sch.)				
2 ☐ If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	5,965.	5,965.		
4 Dividends and interest from securities	2,478,325.	2,478,325.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	6,521,430.			
b Gross sales price for all assets on line 6a	113,224,363.			
7 Capital gain net income (from Part IV, line 2)		13,918,522.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch.)				
11 Other income (attach schedule)				
See Line 11 Stmt	33,082,295.	5,576,417.		
12 Total. Add lines 1 through 11	42,088,015.	21,979,229.		
13 Compensation of officers, directors, trustees, etc.	776,470.	344,235.		437,948.
14 Other employee salaries and wages	1,513,446.	109,050.		1,402,939.
15 Pension plans, employee benefits	699,045.	98,063.		523,082.
16a Legal fees (attach schedule) L-16a Stmt	90,083.	56,393.		33,772.
b Accounting fees (attach sch) L-16b Stmt	41,365.	8,273.		47,617.
c Other prof fees (attach sch) L-16c Stmt	1,577,551.	1,486,007.		
17 Interest				
18 Taxes (attach schedule)(see instra) See Line 18 Stmt	796,155.	137,752.		544.
19 Depreciation (attach sch) and depletion	52,003.	7,800.		
20 Occupancy	321,440.	28,603.		268,652.
21 Travel, conferences, and meetings	158,717.	27,021.		135,679.
22 Printing and publications	35,915.	416.		34,423.
23 Other expenses (attach schedule)				
See Line 23 Stmt	406,065.	1,362,598.		431,851.
24 Total operating and administrative expenses. Add lines 13 through 23	6,468,255.	3,666,211.		3,316,507.
25 Contributions, gifts, grants paid	15,548,633.			13,870,000.
26 Total expenses and disbursements. Add lines 24 and 25	22,016,888.	3,666,211.		17,186,507.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	20,071,127.			
b Net investment income (if negative, enter -0-)		18,313,018.		
c Adjusted net income (if negative, enter -0-)				

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REVENUE
ADMINISTRATIVE AND OPERATING EXPENSES

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4 ✓

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		439,191.	786,191.	786,191.
	2	Savings and temporary cash investments		10,932,766.	15,836,336.	15,836,336.
	3	Accounts receivable	6,937,790.			
		Less: allowance for doubtful accounts		4,710,634.	6,937,790.	6,937,790.
	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 sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		96,514.	100,782.	100,782.
	10a	Investments – U.S. and state government obligations (attach schedule)	Attach #2	31,651,540.	28,231,638.	28,231,638.
	b	Investments – corporate stock (attach schedule)	Attach #2	25,900,058.	22,586,869.	22,586,869.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)	Attach #3	256,289,509.	277,818,463.	277,818,463.	
14	Land, buildings, and equipment basis	934,010.				
	Less: accumulated depreciation (attach schedule)	768,488.	184,081.	165,522.	165,522.	
15	Other assets (describe ▶ 457(b) plan assets)		337,270.	418,073.	418,073.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		330,541,563.	352,881,664.	352,881,664.	
LIABILITIES	17	Accounts payable and accrued expenses		715,463.	730,895.	
	18	Grants payable		4,785,661.	6,464,294.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ Deferred excise tax)		393,496.	968,405.	
	23	Total liabilities (add lines 17 through 22)		5,894,620.	8,163,594.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		371,934,994.	371,934,994.	
	28	Paid-in or capital surplus, or land, building, and equipment fund		-47,288,051.	-27,216,924.	
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		324,646,943.	344,718,070.	
	31	Total liabilities and net assets/fund balances (see instructions)		330,541,563.	352,881,664.	

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	324,646,943.
2	Enter amount from Part I, line 27a	2	20,071,127.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	344,718,070.
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	344,718,070.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Part IV Schedule - attach #1				
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	13,918,522.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 []	3	

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	16,099,301.	345,570,509.	0.046588
2010	14,587,121.	325,232,481.	0.044851
2009	17,401,518.	292,537,552.	0.059485
2008	18,880,522.	350,853,394.	0.053813
2007	18,218,330.	394,861,901.	0.046138
2 Total of line 1, column (d)			2 0.250875
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 0.050175
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 340,172,943.
5 Multiply line 4 by line 3			5 17,068,177.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 183,130.
7 Add lines 5 and 6			7 17,251,307.
8 Enter qualifying distributions from Part XII, line 4			8 17,186,507.
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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	366,260.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	366,260.
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	366,260.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	382,595.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	382,595.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	16,335.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 16,335. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>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.</i>		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 \$ _____ (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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i> Attach #6	X	
4 a 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) See States Registered 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 <u>www.nmpct.org</u>				
14	The books are in care of <u>Nina Mason Pulliam Charitable Trust</u> Telephone no <u>(317) 231-6075</u> Located at <u>135 N Pennsylvanis St, Suite 1200 Indianapolis IN</u> ZIP + 4 <u>46140-2400</u>			
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 <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
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?	1 c	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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attach #4				
		776,470.	112,012.	5,484.

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
Mary K. Price 135 N Pennsylvania St, Suite 1200 Indianapolis IN 46204	Dir Grant Adm 40.00	131,120.	29,268.	0.
Edmund Portnoy 2201 E Camelback Rd, Suite 600B Phoenix AZ 85016	Dir Grants AZ 40.00	173,140.	41,239.	1,200.
Michael Twyman 135 N Pennsylvania St, Suite 1200 Indianapolis IN 46204	Dir Grants IN 40.00	163,350.	37,601.	2,466.
Robert Berger 2201 E Camelback Rd, Suite 600B Phoenix AZ 85016	Program AZ 40.00	120,120.	21,461.	0.
Sherri Hoy 135 N Pennsylvania St, Suite 1200 Indianapolis IN 46204	Program IN 40.00	105,600.	22,902.	0.
Total number of other employees paid over \$50,000				9

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
Cambridge Associates P.O. Box 83232 Chicago IL 60691	Investment Consulting	680,525.
Silchester International Investors, LLC 780 Thrid Avenue, 42nd Floor New York NY 10017	Investment Management	135,178.
First State Investments (UK) Levell, 23 St Andrew Square Edinburgh, Scotland	Investment Management	124,477.
Adage Capital Partners, L.P. 200 Clarendon Street, 52nd Floor Boston MA 02116	Investment Management	91,544.
Faegre Baker & Daniels 300 N. Meridian Street, Suite 2700 Indianapolis IN 46204	Legal	90,083.
Total number of others receiving over \$50,000 for professional services		7

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
2	
3	
4	

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

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

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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	342,227,650.
b	Average of monthly cash balances	1b	1,453,995.
c	Fair market value of all other assets (see instructions)	1c	1,671,597.
d	Total (add lines 1a, b, and c)	1d	345,353,242.
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	345,353,242.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	5,180,299.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	340,172,943.
6	Minimum investment return. Enter 5% of line 5	6	17,008,647.

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	17,008,647.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	366,260.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	366,260.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,642,387.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,642,387.
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	16,642,387.

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	17,186,507.
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	17,186,507.
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	17,186,507.

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				16,642,387.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			13,619,284.	
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4. $\$$ <u>17,186,507.</u>				
a Applied to 2011, but not more than line 2a			13,619,284.	
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				3,567,223.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				13,075,164.
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or

4942(1)(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 **11**

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(f)(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))

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:

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs

See Attached

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

See Attached

- c Any submission deadlines:**

See Attached

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

See Attached

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See attached payments reconciliation report				13,870,000.
Total			3a	13,870,000.
b Approved for future payment See attached payments reconciliation report				3,837,006.
Total			3b	3,837,006.

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) Exclu- sion 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			14	5,965.	
4 Dividends and interest from securities			14	2,478,325.	
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	6,521,430.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Unrealized Gain on Investments			18	32,841,010.	
b Unrelated Business Income	310000	241,285.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		241,285.		41,846,730.	
13 Total. Add line 12, columns (b), (d), and (e)				13	42,088,015.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Unrealized Gain on Investments	33,082,295.		
Partnership K-1 Activity		5,576,417.	
Total	33,082,295.	5,576,417.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Current Excise Tax Expense	360,611.			
Deferred Excise Tax	435,000.			
Personal Property Taxes	544.			544.
K-1 Flow Thru Foreign Tax Paid		137,752.		
Total	796,155.	137,752.		544.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Consulting - Organizational	36,047.			35,763.
Consulting - Communications	118,939.			169,331.
Supplies	9,512.	962.		8,487.
Insurance	40,435.	6,065.		34,908.
Postage	9,529.			9,535.
Employee Development	15,299.	1,325.		12,814.
Telecommunication Costs	29,259.	3,951.		27,145.
Computer Maintenance	24,933.	3,596.		24,222.
Membership to Organizations	39,518.	1,200.		37,753.
Other Expenses	82,594.	9,061.		71,893.
K-1 Investment Portfolio Ded.		1,336,438.		
Total	406,065.	1,362,598.		431,851.

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

AZ - Arizona

IN - Indiana

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, ProgramsName See Attached Information Sheet

Address _____

City, St, Zip, Phone _____

E-mail _____

The form in which applications should be submitted and information and materials they should include:
See attached information sheet

Any submission deadlines:

See attached information sheet

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

See attached information sheet

Name _____

Address _____

City, St, Zip, Phone _____

E-mail _____

The form in which applications should be submitted and information and materials they should include:
See attached information sheet

Any submission deadlines:

See attached information sheet

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

See attached information sheet

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Faegre Baker Daniels	Legal services	90,083.	56,393.		33,772.
Total		<u>90,083.</u>	<u>56,393.</u>		<u>33,772.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BKD LLP	Audit & Tax work	41,365.	8,273.		47,617.
Total		<u>41,365.</u>	<u>8,273.</u>		<u>47,617.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Cambridge Associates	Portfoliomangement	674,317.	674,317.		
Silchester Internati	Portfoliomangement	135,178.	135,178.		
Axiom International	Portfoliomangement	34,710.	34,710.		
First State Investme	Portfoliomangement	124,477.	124,477.		
Brandywine	Portfoliomangement	84,736.	84,736.		
HS Management	Portfoliomangement	83,409.	83,409.		
Bank of New York Mel	Portfoliomangement	78,783.	78,783.		
Adage Capital	Portfoliomangement	91,544.	0.		
McDonald Asset Manag	Portfoliomangement	73,074.	73,074.		
Levin Capital	Portfoliomangement	64,782.	64,782.		
Clifton Group	Portfoliomangement	51,832.	51,832.		
Standish Mellon	Portfoliomangement	9,551.	9,551.		
Investment Research	Portfoliomangement	7,091.	7,091.		
1607 International	Portfoliomangement	45,814.	45,814.		
Westwood Global	Portfoliomangement	16,386.	16,386.		
Other	Portfoliomangement	1,867.	1,867.		
Total		<u>1,577,551.</u>	<u>1,486,007.</u>		

Supporting Statement of: K-1 Flow Thru Income

Form 990-PF, p1/Line 11(b)-2

Description	Amount
Ordinary Business Income (Loss)	129,394.
Interest Income	917,402.
Dividend Income	2,312,086.
Royalty Income	4,278.
Ordinary Income (Loss)	2,221,074.
Net Real Estate Income (Losses)	-7,817.
Total	5,576,417.

Nina Mason Pulliam Charitable Trust
Form 990-PF - Part IV
Capital Gains and Losses for Tax on Investment Income

Description	Gross Sale Price	Cost Basis	Gain or Loss	Date Acquired	Date Sold
McDonald Capital Management Property Type Securities	8,023,158	6,478,305	1,544,853	Various	Various
Levin Capital Partners Property Type Securities	16,975,619	16,395,491	580,128	Various	Various
HS Investment Management Property Type Securities	16,652,846	15,197,322	1,455,524	Various	Various
Southeastern Asset Management Property Type Securities	-	-	378,781	Various	Various
International Value Advisors Property Type Securities	2,000,000	1,265,699	734,301	Various	Various
MFS Investment Management Property Type Securities	3,000,000	2,419,780	580,220	Various	Various
T Rowe Price Property Type Securities	1,000,000	1,405,551	(405,551)	Various	Various
Investment Research & Management Property Type Securities	8,235,828	7,531,931	703,897	Various	Various
Standish Mellon Investment Management Property Type Securities	12,194,158	10,953,218	1,240,940	Various	Various
Van Eck Global Property Type Securities	-	-	62,800	Various	Various
Titan Partners K-1 Pass Through Property Type Securities			1,693,378	Various	Various
Silchester Internatioanl K-1 Pass Through Property Type Securities			579,628		
Adage Capital K-1 Pass Through Property Type Securities			1,603,571	Various	Various
Axiom Internatioanl K-1 Pass Through Property Type Securities			(35,281)	Various	Various
First State Investments K-1 Pass Through Property Type Securities			1,055,009	Various	Various
Overlook Investments K-1 Pass Through Property Type Securities			513,772	Various	Various
City of London Global K-1 Pass Through Property Type Securities			(399,494)	Various	Various
1607 Capital Partners K-1 Pass Through Property Type Securities			121,732	Various	Various
WGI Emerging Markets Smaller Companies Fund, LLC Property Type Securities	16,386	16,981	(595)	Various	Various
The Gresham A+ Fund LTD Property Type Securities	2,000,000	1,681,613	318,387	Various	Various
Brandywine Global K-1 Pass Thorough Property Type Securities			79,239	Various	Various
Absolute Return Managers Property Type Securities	12,978,747	11,779,386	1,199,361	Various	Various
Absolute Return Managers K-1 Pass Through Property Type Securities			243,997	Various	Various
Hedge Fund Managers Property Type Securities	5,349,150	4,363,536	985,614	Various	Various
Non-marketable Managers K-1 Pass Through Property Type Securities			713,811	Various	Various
The Clifton Group Property Type Securities	(1,650,144)	-	(1,650,144)	Various	Various
Other Managers Property Type Securities	107,484	86,840	20,644	Various	Various
TOTAL GAIN (LOSS)			13,918,522		

Attachment #1
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Form 990 PF, Part II - U.S. and State Obligations

<u>Description</u>	<u>Beginning Book Value</u>	<u>Ending Book Value</u>	<u>Ending FMV</u>
Standish Mellon Treasury Manager	22,385,787	23,339,190	23,339,190
Investment Research & Manager	9,265,753	4,892,448	4,892,448
US Obligations Total	31,651,540	28,231,638	28,231,638

Form 990 PF, Part II - Corporate Stock

<u>Description</u>	<u>Beginning Book Value</u>	<u>Ending Book Value</u>	<u>Ending FMV</u>
McDonald Capital Equities Held	9,671,644	7,007,863	7,007,863
HS Management Equities Held	8,420,353	7,543,443	7,543,443
Levin Capital Equities Held	7,808,061	8,035,563	8,035,563
Corporate Stock Totals	25,900,058	22,586,869	22,586,869

Attachment #2
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Form 990 PF, Part II - Other Investments

Description	Beginning Book Value	Ending Book Value	Ending FMV
Titan Partners, LP	12,025,772	10,687,859	10,687,859
Longleaf Partners Small-Cap	4,733,355	5,820,297	5,820,297
Adage Capital Partners, LP	16,313,728	19,708,769	19,708,769
Axiom International Equity Fund II	9,544,763	-	-
1607 Capital Partners International Equity	-	12,078,975	12,078,975
Silchester International Value Equity Trust	13,105,058	15,200,219	15,200,219
IVA International	8,586,724	12,035,216	12,035,216
MFS Institutional International Equity	7,982,732	10,231,632	10,231,632
First State Global Emerging Market Leaders Fund	12,363,673	13,270,028	13,270,028
City of London	6,681,300	-	-
Overlook Partners Fund, L.P	8,617,287	11,052,302	11,052,302
WGI Emerging Markets Smaller Companies Fund, LLC	-	5,420,631	5,420,631
Brandywine International Fixed Income Portfolio	16,982,168	16,155,666	16,155,666
T Rowe Price New Era Fund	5,297,848	4,411,152	4,411,152
Van Eck International Investors Gold	2,282,769	3,155,791	3,155,791
Chilton Global Natural Resources International Ltd	5,227,592	4,666,384	4,666,384
The Gresham A+ Fund Ltd	11,383,729	9,429,956	9,429,956
EII Global Property	5,439,657	7,036,878	7,036,878
Clifton	78,927	1,323	1,323
Absolute Return Investments			
HBK Offshore Fund II L P	-	4,052,465	4,052,465
Shepherd Investments International, Ltd	437,827	305,758	305,758
Davidson Kempner Institutional Partners, L P	4,396,840	4,744,597	4,744,597
Litespeed Offshore Fund, Ltd	5,772,382	7,029,290	7,029,290
Taconic Offshore Fund 1 S Ltd	4,545,290	-	-
Mason Capital, Ltd	5,979,480	4,162,167	4,162,167
Owl Creek Overseas Fund Ltd	3,852,525	4,152,873	4,152,873
Anchorage Capital Group, L L.C.	5,429,596	4,565,629	4,565,629
Gruess Global	4,054,784	-	-
Fir Tree International Value Fund, Ltd	4,251,048	4,535,520	4,535,520
Blackstone Distressed Securities Offshore Fund, Ltd	9,052	8,984	8,984
Contrarian Fund I Offshore Ltd	4,403,812	4,975,437	4,975,437
Hedge Fund Investments			
Valnor Capital Partners Offshore, Ltd	4,431,797	5,646,045	5,646,045
Sirios Overseas Fund	3,981,747	-	-
Royalcap Value Fund, Ltd	4,756,064	4,820,589	4,820,589
Highline Capital International, Ltd	4,935,228	5,099,527	5,099,527
North Run Offshore Partners, Ltd	4,659,443	5,748,142	5,748,142
Indus Asia Pacific Fund, Ltd	4,952,251	5,349,896	5,349,896
Conatus Capital Overseas Ltd	4,701,800	5,203,800	5,203,800
Viking Global Equities III Ltd	5,991,166	5,643,121	5,643,121
Highfields Capital Ltd	-	4,413,119	4,413,119
Non-Marketable Investments			
CA Resources Fund LP - Series Bain X	2,482,975	3,127,971	3,127,971
Dover Street VII Cayman Fund LP	3,898,907	3,984,512	3,984,512
Dover Street VIII Cayman Fund LP	-	312,044	312,044
AACP Tax Exempt Investors II, LP	2,173,998	3,618,750	3,618,750
Welsh, Carson, Anderson & Stowe XI, LP	1,088,196	1,494,899	1,494,899
CI Capital Investors II	975,352	1,571,102	1,571,102
Level Equity Growth Partners I, LP	264,499	296,107	296,107
SVB Strategic Investors Fund IV, LP	1,525,887	2,180,551	2,180,551
Scale Venture Partners III, LP	1,840,917	2,353,522	2,353,522
SV Life Sciences Fund V, LP	423,034	787,416	787,416
Legacy Venture VI, LLC	109,679	500,616	500,616
Commonfund Natural Resources Partners VIII, LP	1,124,108	1,750,609	1,750,609
Realty Associates Fund IX	1,963,559	1,996,416	1,996,416
Natural Gas Partners IX, LP	3,876,206	3,916,855	3,916,855
EnCap Energy Capital Fund VIII-B, LP	388,360	1,122,893	1,122,893
EnCap Flatrock Midstream Fund II-C, LP	-	51,670	51,670
Denham Commodity Partners Fund VI-A, LP	-	122,855	122,855
Crow Holdings Realty Partners, V-A, LP	2,910,257	3,587,374	3,587,374
Goldman Sachs Distressed Managers IV Offshore, LP	1,202,937	1,379,043	1,379,043
Oaktree Opportunities Fund VIII (Cayman), Ltd	1,851,424	2,843,221	2,843,221
Other Investments Totals	256,289,509	277,818,463	277,818,463

Attachment #3

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Book Asset Detail 1/01/12 - 12/31/12

Asset #	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sai Value	Book Prior Deprec	Book Current Deprec	Book End Deprec	Book Net Book Value	Book Method	Book Life
Group: Automobiles											
24	HMI car for Phx	2/23/06	27,933.83	0.00	0.00	27,933.83	0.00	27,933.83	0.00	S/L	5.0000
Automobiles											
			27,933.83	0.00	0.00	27,933.83	0.00	27,933.83	0.00		
Group: Equipment											
1	MS licenses	2/02/10	4,599.57	0.00	0.00	2,938.61	1,533.19	4,471.80	127.77	S/L	3.0000
2	Dynamics Financial System	5/01/98	7,720.74	0.00	0.00	7,720.74	0.00	7,720.74	0.00	S/L	5.0000
3	Client Server - Gifls	4/14/04	33,105.00	0.00	0.00	33,105.00	0.00	33,105.00	0.00	S/L	3.0000
6	BB.DC.MG.DH.LH.MT computers	2/10/12	7,365.99	0.00	0.00	0.00	1,350.43	1,350.43	6,015.56	S/L	5.0000
7	shredder	1/22/07	1,599.00	0.00	0.00	1,572.35	26.65	1,599.00	0.00	S/L	5.0000
10	polycom for board room - Indy	4/12/10	810.74	0.00	0.00	283.76	162.15	445.91	364.83	S/L	5.0000
11	4 computers-RLL-EP OptiPlex 745	4/01/07	4,924.00	0.00	0.00	4,924.00	0.00	4,924.00	0.00	S/L	5.0000
12	sonic wall TZ 215 wireless	4/01/12	1,538.90	0.00	0.00	0.00	230.84	4,924.00	0.00	S/L	3.0000
13	Scanner - Phx office	8/15/05	631.24	0.00	0.00	631.24	0.00	631.24	0.00	S/L	5.0000
14	computers-GD.DB OptiPlex 780	3/23/10	2,659.67	0.00	0.00	1,551.48	886.56	2,438.04	221.63	S/L	3.0000
16	computers-phx HMI.CB.LG.BG (# 780)	3/23/10	5,319.40	0.00	0.00	3,102.98	1,773.13	4,876.11	443.29	S/L	3.0000
17	computer-MKP OptiPlex 780	4/05/10	1,225.00	0.00	0.00	714.58	408.33	1,122.91	102.09	S/L	3.0000
21	software - techsoup	5/11/12	1,332.00	0.00	0.00	0.00	296.00	1,036.00	0.00	S/L	3.0000
22	printer-Bensul/Daynia HP 2015	4/05/07	784.36	0.00	0.00	745.13	39.23	784.36	0.00	S/L	5.0000
26	MicroEdge-Documnt Manager	6/01/99	2,300.00	0.00	0.00	2,300.00	0.00	2,300.00	0.00	S/L	5.0000
27	multifunction printer 6180MFP/D	7/18/12	749.00	0.00	0.00	0.00	62.42	538.96	686.58	S/L	5.0000
29	Web Site software	6/01/10	625.89	0.00	0.00	330.33	208.63	538.96	86.93	S/L	3.0000
30	as.mw computers OptiPlex 3010	9/14/12	1,834.00	0.00	0.00	0.00	122.27	122.27	1,711.73	S/L	5.0000
31	banners both offices	11/13/06	3,778.00	0.00	0.00	3,778.00	0.00	3,778.00	0.00	S/L	5.0000
32	deposit video conferencing - IN	12/31/07	14,688.00	0.00	0.00	11,750.40	2,937.60	14,688.00	0.00	S/L	5.0000
34	deposit Video Cont. Phx office	12/07/07	14,688.00	0.00	0.00	11,995.20	2,692.80	14,688.00	0.00	S/L	5.0000
35	dell Power Edge 2900 Tower server	1/18/08	4,870.00	0.00	0.00	3,814.83	1,055.17	4,870.00	0.00	S/L	5.0000
36	Dell Power Edge 2900 Tower server	1/18/08	3,576.75	0.00	0.00	2,801.79	774.96	3,576.75	0.00	S/L	5.0000
37	SonicWall TZ 180	1/18/08	821.85	0.00	0.00	643.78	178.07	821.85	0.00	S/L	5.0000
38	Printer for Rosanne HP M2727	6/18/10	534.98	0.00	0.00	267.49	178.33	445.82	89.16	S/L	3.0000
39	converter-software	12/23/10	1,057.95	0.00	0.00	352.65	352.65	705.30	352.65	S/L	3.0000
41	Voice Mail - PHX office	6/15/99	510.99	0.00	0.00	510.99	0.00	510.99	0.00	S/L	3.0000
42	HPS-Indy phone system	8/01/99	20,031.00	0.00	0.00	20,031.00	0.00	20,031.00	0.00	S/L	5.0000
44	computers-DC.LH.MT.MG.DH (# 755)	3/03/08	6,285.00	0.00	0.00	6,285.00	0.00	6,285.00	0.00	S/L	3.0000
46	Projector for Phx office	6/15/04	1,633.93	0.00	0.00	1,633.93	0.00	1,633.93	0.00	S/L	3.0000
47	Scanner Indy office	4/15/11	4,591.25	0.00	0.00	4,591.25	0.00	4,591.25	0.00	S/L	5.0000
49	dep video conferencing equip Phx	2/01/08	1,307.00	0.00	0.00	1,307.00	0.00	1,307.00	0.00	S/L	3.0000
52	computer B Berger OptiPlex 755	2/01/08	1,064.00	0.00	0.00	833.02	2,128.60	10,465.62	177.38	S/L	5.0000
54	bal video conf - Indy	2/01/08	12,501.00	0.00	0.00	9,792.45	2,500.20	12,292.65	208.35	S/L	5.0000
57	bal video conf -Phx	2/01/08	7,104.16	0.00	0.00	355.21	1,420.83	1,776.04	5,328.12	S/L	5.0000
58	Phx video equip office remodel	9/22/11	594.00	0.00	0.00	594.00	0.00	594.00	0.00	S/L	3.0000
59	OptiPlex 330 mini-tower-IN intern	10/11/08	1,721.76	0.00	0.00	1,721.76	-0.00	1,721.76	0.00	S/L	3.0000
60	training Dynamics upgrade	8/23/08	3,607.50	0.00	0.00	3,607.50	0.00	3,607.50	0.00	S/L	3.0000
66	upgrade Dynamics training	7/25/08	4,045.00	0.00	0.00	2,809.02	1,235.98	4,045.00	0.00	S/L	3.0000
69	project work sensory tech	11/18/09	3,508.00	0.00	0.00	10,743.21	0.00	10,743.21	0.00	S/L	3.0000
70	new software/license dynamics	7/25/08	1,120.00	0.00	0.00	311.11	373.33	684.44	435.56	S/L	5.0000
80	phone install phx office	4/23/01	10,743.21	0.00	0.00	311.11	373.33	684.44	435.56	S/L	5.0000
85	BK new computer OptiPlex 780	3/14/11	7,322.72	0.00	0.00	0.00	122.05	122.05	7,200.67	S/L	5.0000
86	servers Dell T420 tower (2)	12/11/12	1,120.00	0.00	0.00	311.11	373.33	684.44	435.56	S/L	3.0000
89	RB-new computer OptiPlex 780	3/14/11	1,120.00	0.00	0.00	311.11	373.33	684.44	435.56	S/L	3.0000

Book Asset Detail 1/01/12 - 12/31/12

Asset	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Deprec	Book Current Deprec	Book End Deprec	Book Net Book Value	Book Method	Book Life
92	HMI computer IN OpuPlex 780	3-13/11	1,120.00	0.00	0.00	311.11	373.33	684.44	-435.56	S/L	3,000.00
94	Lap top IN office	3-14/11	1,459.00	0.00	0.00	405.28	486.33	891.61	567.39	S/L	3,000.00
96	Laptop PHX office	3-14/11	1,459.00	0.00	0.00	405.28	486.33	891.61	567.39	S/L	3,000.00
97	AZ - Sonic Wall equip & memory	3-14/11	1,210.57	0.00	0.00	336.27	403.52	739.79	470.78	S/L	3,000.00
108	computer upgrades	1-01/11	2,325.00	0.00	0.00	775.00	775.00	1,550.00	775.00	S/L	3,000.00
110	computer upgrades	1-01/11	2,616.50	0.00	0.00	872.17	872.17	1,744.34	872.16	S/L	3,000.00
112	binding machine for Indy office	11-04/02	1,417.19	0.00	0.00	1,417.19	0.00	1,417.19	0.00	S/L	3,000.00
113	Printer L Gilbreath HP 2300	7/14/03	674.98	0.00	0.00	674.98	0.00	674.98	0.00	S/L	3,000.00
114	Projector-Indianapolis	4/18/03	1,542.21	0.00	0.00	1,542.21	0.00	1,542.21	0.00	S/L	3,000.00
Equipment											
			237,508.00	0.00	0.00	178,836.49	27,251.21	206,087.70	31,420.30		
	*Less: Dispositions		20,052.83	0.00	0.00	18,044.63	0.00	20,052.83	0.00		
	Net Equipment		217,455.17	0.00	0.00	160,791.86	27,251.21	186,034.87	31,420.30		
Group: Furniture and Fixtures											
8	Furniture / Files /artwork purchased from	1/01/99	58,203.24	0.00	0.00	58,203.24	0.00	58,203.24	0.00	S/L	5,000.00
18	glass top for Phx office	2-06/03	1,194.23	0.00	0.00	1,194.23	0.00	1,194.23	0.00	S/L	5,000.00
23	sofa/tables for office - IN	2-23/10	1,647.75	0.00	0.00	604.18	329.55	933.73	714.02	S/L	5,000.00
25	Conference Table Phoenix office	5/11/99	1,211.95	0.00	0.00	1,211.95	0.00	1,211.95	0.00	S/L	5,000.00
40	PHX-IND/IFER office furniture PHX	4/15/99	8,457.77	0.00	0.00	8,457.77	0.00	8,457.77	0.00	S/L	5,000.00
43	bookcase Maureen	9-27/12	3,980.85	0.00	0.00	0.00	199.04	199.04	3,781.81	S/L	5,000.00
48	Office Depot-chairs PHX office	8/11/99	2,802.91	0.00	0.00	2,802.91	0.00	2,802.91	0.00	S/L	5,000.00
50	Prints/Frames Indy office	1/01/01	13,208.14	0.00	0.00	13,208.14	0.00	13,208.14	0.00	S/L	5,000.00
51	Indy office furniture	11/13/09	66,955.35	0.00	0.00	29,013.99	13,391.07	42,405.06	24,550.29	S/L	5,000.00
53	Chair for Grants in Phx	11/01/99	665.46	0.00	0.00	665.46	0.00	665.46	0.00	S/L	5,000.00
55	file cabinets	3-25/00	2,375.10	0.00	0.00	2,375.10	0.00	2,375.10	0.00	S/L	5,000.00
56	chairs-B B & B M	3-03/00	1,315.92	0.00	0.00	1,315.92	0.00	1,315.92	0.00	S/L	5,000.00
61	office furniture-E Portnoy	4/13/00	3,818.61	0.00	0.00	3,818.61	0.00	3,818.61	0.00	S/L	5,000.00
62	Conference room table	5/16/00	1,768.72	0.00	0.00	1,768.72	0.00	1,768.72	0.00	S/L	5,000.00
64	Indy Wall Graphics	5/31/00	10,284.00	0.00	0.00	10,284.00	0.00	10,284.00	0.00	S/L	5,000.00
65	HMI artwork Indy office	3-23/01	1,520.00	0.00	0.00	1,520.00	0.00	1,520.00	0.00	S/L	5,000.00
67	grants admin file cabinets	3/15/01	2,375.10	0.00	0.00	2,375.10	0.00	2,375.10	0.00	S/L	5,000.00
68	Maureen office furniture	11/30/12	9,320.63	0.00	0.00	0.00	155.34	155.34	9,165.29	S/L	5,000.00
71	Phx office work-K Group	6/16/00	1,936.25	0.00	0.00	1,936.25	0.00	1,936.25	0.00	S/L	5,000.00
72	Wall Graphics-K Group	4-01/00	675.00	0.00	0.00	675.00	0.00	675.00	0.00	S/L	5,000.00
73	Indy office furniture	8-01/00	2,961.00	0.00	0.00	2,961.00	0.00	2,961.00	0.00	S/L	5,000.00
75	fabrc-Indy office remodel	8-01/00	1,121.37	0.00	0.00	1,121.37	0.00	1,121.37	0.00	S/L	5,000.00
76	fabrc/research Indy remodel	8-01/00	412.50	0.00	0.00	412.50	0.00	412.50	0.00	S/L	5,000.00
78	Indy office furniture	10/01/00	1,204.50	0.00	0.00	1,204.50	0.00	1,204.50	0.00	S/L	5,000.00
79	Phoenix furniture	6-01/01	193,892.95	0.00	0.00	193,892.95	0.00	193,892.95	0.00	S/L	5,000.00
81	Indy-recep area decorations	11/07/00	881.38	0.00	0.00	881.38	0.00	881.38	0.00	S/L	5,000.00
82	Indy-Love Seats/Chairs	11/07/00	2,961.00	0.00	0.00	2,961.00	0.00	2,961.00	0.00	S/L	5,000.00
87	Excland Design consulting fees	5/01/01	9,712.50	0.00	0.00	9,712.50	0.00	9,712.50	0.00	S/L	5,000.00
91	Phx artwork	9-01/01	6,059.92	0.00	0.00	6,059.92	0.00	6,059.92	0.00	S/L	5,000.00
95	Art Plaques Phx office	11-01/01	4,096.00	0.00	0.00	4,096.00	0.00	4,096.00	0.00	S/L	5,000.00
100	artwork Phx office	3-25/02	1,341.62	0.00	0.00	1,341.62	0.00	1,341.62	0.00	S/L	5,000.00
101	Phx office new fixtures	11-20/01	1,553.63	0.00	0.00	1,553.63	0.00	1,553.63	0.00	S/L	5,000.00
103	7 office chairs IN office	5-08/02	4,986.34	0.00	0.00	4,986.34	0.00	4,986.34	0.00	S/L	5,000.00
104	Light fixtures for Phx office	11-10/01	4,632.46	0.00	0.00	4,632.46	0.00	4,632.46	0.00	S/L	5,000.00
111	bookshelves-Indy library	8-01/02	782.54	0.00	0.00	782.54	0.00	782.54	0.00	S/L	5,000.00
117	reintegrator for Phx office	5-03/11	796.69	0.00	0.00	106.23	159.34	265.57	531.12	S/L	5,000.00
118	Recep desk	12-07/04	14,728.90	0.00	0.00	14,728.90	-0.00	14,728.90	0.00	S/L	5,000.00

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

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NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CAROL P. SCHILLING 2201 E CAMELBACK ROAD SUITE 600 PHOENIX, AZ	TRUSTEE / CHAIR 5-6 /WK	52,500	NONE	NONE
KENT E. AGNESS 135 N. PENNSYLVANIA STREET SUITE 1200 INDIANAPOLIS, IN 46204	TRUSTEE 5-6 /WK	52,500	NONE	450
LISA SHOVER 2201 E CAMELBACK ROAD SUITE 600 PHOENIX, AZ	TRUSTEE 5-6 /WK	52,500	NONE	450
HARRIET M. IVEY (SEE FOOTNOTE) 135 N. PENNSYLVANIA STREET SUITE 1200 INDIANAPOLIS, IN 46204	PRESIDENT & CEO 40 0+ / WK	361,350	58,732	2,292
ROBERT L. LOWRY CPA, CFA (SEE FOOTNOTE) 135 N. PENNSYLVANIA STREET SUITE 1200 INDIANAPOLIS, IN 46204	EXEC VP & CFO 40 0+ / WK	257,620	53,280	2,292
		776,470	112,012	5,484

COMPENSATION FOOTNOTE

TRUSTEE COMPENSATION INCLUDES \$78,750 OF AMOUNTS INCLUDED AS INVESTMENT RELATED

BENEFITS FOOTNOTE

THE COMPONENTS OF MS. IVEY'S CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS OF \$58,732 ARE AS FOLLOWS
 \$27,500 TO THE TRUST'S 401(K) PLAN. THIS IS OFFERED TO ALL TRUST EMPLOYEES
 \$6,027 TOWARD THE ANNUAL COST OF THE TRUST'S HEALTH CARE PLAN OFFERED TO ALL TRUST EMPLOYEES
 \$6,693 TOWARD THE ANNUAL COST OF A LONG-TERM DISABILITY POLICY
 \$15,512 CONTRIBUTION TO AN EXECUTIVE 457(B) (NONQUALIFIED) PLAN
 \$3,000 ANNUAL AUTO ALLOWANCE

THE COMPONENTS OF MR. LOWRY'S CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS OF \$53,280 ARE AS FOLLOWS
 \$27,500 TO THE TRUST'S 401(K) PLAN. THIS IS OFFERED TO ALL TRUST EMPLOYEES
 \$16,983 TOWARD THE ANNUAL COST OF THE TRUST'S HEALTH CARE PLAN OFFERED TO ALL TRUST EMPLOYEES
 \$8,054 CONTRIBUTION TO AN EXECUTIVE 457(B) (NONQUALIFIED) PLAN
 \$743 CONTRIBUTION TOWARD A TERM LIFE INSURANCE POLICY

STATEMENT #4
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FORM 990 PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICANTS

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SEE ATTACHED INFORMATION SHEET

STATEMENT #5

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NINA MASON WILLIAM
CHARITABLE TRUST

Building a Legacy of Community
Grantmaking since 1998

2012 Grant Application Guidelines

HELPING PEOPLE IN NEED PROTECTING ANIMALS AND NATURE
ENRICHING COMMUNITY LIFE IN INDIANAPOLIS AND PHOENIX

History of the Trust

The Nina Mason Pulliam Charitable Trust was established upon the death of Nina Mason Pulliam on March 26, 1997, to support for 50 years the causes she loved in her home states of Arizona and Indiana. For more information about Mrs. Pulliam, please visit the Trust's website at www.ninapulliamtrust.org

Mission

The Nina Mason Pulliam Charitable Trust seeks to help people in need, especially women, children and families; to protect animals and nature; and to enrich community life primarily in metropolitan Phoenix and Indianapolis.

Geographic priorities

The Trust accepts requests only from charitable organizations located in and serving the metropolitan areas of Indianapolis, Indiana, and Phoenix, Arizona, with the exception of environmental requests. For environmental requests, the Trust will consider proposals from local and national nonprofit organizations working in Arizona and Indiana.

What the Trust will and will not consider funding

The Trust makes grants only to tax-exempt organizations whose purposes are described in Section 501(c)(3) of the Internal Revenue Code that are either public charities described in Sections 509(a) or private operating foundations described in Section 4942(j)(3).

The Trust will not consider grants for international activities, academic research, sectarian purposes, programs that promote religious doctrine or political campaigns. Also, the Trust does not make grants to individuals.

The Trust will not accept unsolicited proposals from colleges and universities for operating or capital requests. (The latter includes endowments for professorial chairs, faculty training and research, scholarships, and building campaigns.) However, the Trust will continue to accept proposals through its regular grant cycles for support of projects that link higher education institutions to their communities.

Scope of funding and type of support

Generally, the Trust prefers to disburse funds as a one-year grant but not for a period longer than three years. Requests for funding are limited to one request per organization per calendar year. For these purposes, an "organization" generally refers to that entity to which the IRS has issued a Section 501(c)(3) determination letter. **If an organization received a previous grant, a final evaluation report must be submitted and reviewed by Trust staff prior to requesting another grant.** For more detailed information and examples, please refer to the [Question and Answer](#) section posted on our web site.

The Trust awards grants for programs and capital needs. **For 2012 the Trust will not accept unsolicited proposals for capital campaigns, either for building or endowment purposes.** The Trust will consider grants for overall operating support of former Trust grantee organizations that can document major changes in income generation that threaten their future existence.

Program areas

The Nina Mason Pulliam Charitable Trust provides grants to nonprofit organizations that focus on the philanthropic interests and causes Nina Pulliam supported during her lifetime. Further, the Trust seeks to embody her values by encouraging people to take advantage of opportunities that enhance the quality of their lives. The Trust especially is interested in funding nonprofit organizations that can demonstrate and measure the impact of their work.

Helping People in Need

Mrs. Pulliam valued giving people experiencing difficulty a hand-up and firmly believed that education was essential to reaching one's full potential.

The Trust supports organizations and programs that:

- assist vulnerable children, adults and families move from crises or instability to greater functioning and/or self-sufficiency.
- provide education or training with accompanying social supports for individuals to obtain gainful employment.

Protecting Animals and Nature

Mrs. Pulliam loved animals - domesticated and wild - and the natural environment. She sought ways to encourage human bonds with both.

The Trust supports organizations and programs that:

- provide humane and wellness services for domestic animals, including shelter, rescue, and adoption.
- promote conservation of natural habitats and ecosystems that advance preservation, protection and restoration of land, water, wildlife and plants.
- provide environmental education and awareness to connect people to the natural world, promote personal stewardship, or offer knowledge and tools for addressing current and future problems.

Enriching Community Life

Mrs. Pulliam appreciated the importance of having vibrant communities that benefit all residents, while ensuring that nonprofit organizations fulfill their missions at a level of excellence.

The Trust supports:

- arts and cultural organizations whose program offerings primarily reach children and adults who might otherwise have limited access to participate.
- organizations and programs that add to the overall civic and cultural vitality of the community and strengthen the nonprofit sector's effectiveness.

Proposal consideration process

The Trust invites organizations that support its mission and meets its eligibility guidelines to submit a preliminary proposal. The Trust will accept preliminary proposals on or before the due date, and appreciates those organizations that submit prior to the deadline.

For planning purposes, the Trust strongly suggests that a representative from your organization speak with a program officer at least three weeks prior to submitting a preliminary proposal.

Funding cycle deadlines

Applicant contacts Trust prior to submitting a preliminary proposal	Applicant submits a preliminary proposal	Trust notifies applicant regarding preliminary proposal	Applicant submits a full proposal	Trust notifies applicant regarding full proposal
January 12, 2012	February 2, 2012	March 30, 2012	April 16, 2012	September 28, 2012
July 12, 2012	August 2, 2012	September 28, 2012	October 15, 2012	March 29, 2013

All materials must be received online no later than 3:00 p.m. the day of the deadline. The Trust makes no exceptions.

How to Apply

The Trust approaches the funding process in two steps.

Step 1: Preliminary Proposal. Proposals must be submitted online at http://www.ninapulliamtrust.org/how_to_apply.php

The preliminary proposal must include the application form completed online and the following:

- Preliminary Proposal Letter (not to exceed three pages with print size of 12-point font) describing the project, which must include what needs will be met, who will be served and measurable results.
- Board of Directors roster with position held. Please include business affiliation, as well as city and state.
- IRS 501(c)(3) Determination Letter.

For both program and capital requests, attach a list of other support already received and/or pledged for this project (including sources and amounts). **No additional materials are to be submitted.**

The Trust will not process an incomplete application and/or multiple applications in the same year.

Step 2: Full Proposal/Application for Funding. Organizations whose preliminary proposals are approved for full proposal consideration will receive notification and application instructions. Materials required in the full proposal include an eight-page narrative addressing provided questions, detailed budget information and supplemental documents that include the IRS 990 form, strategic plan and financial statements. The Trust then will schedule a meeting or site visit with Trust representatives and the applicant's chief executive and board chair.

Please note: The invitation to submit a full proposal does not guarantee selection as a grantee.

Nina Mason Pulliam Charitable Trust 2012 Grants Awarded and Grants Paid						
Organization Name	Grant Year	2012 Grant Amount	Amount Paid in 2012	Future Payment Amounts	Description	
Glson, Inc PO Box 2386 Phoenix, AZ 85002	2010		\$10,000.00	\$0.00	Support to provide workshops to educate students and teachers on lesbian, gay, bi-sexual and transgender issues, and develop gay-straight alliance student clubs	
The Nature Conservancy Efroymsen Conservation Center 620 E Ohio Street Indianapolis, IN 46202-3811	2010		\$90,000.00	\$0.00	Support over two years for the Wabash River Initiative in Indiana	
100 Black Men of Indianapolis, Inc 3901 N Meridian Street, Suite 10 Indianapolis, IN 46208	2010		\$0.00	\$47,500.00	Support over two years to expand the Team Mentoring program to 140 fourth-grade male students at five IPS schools	
Assistance League of Phoenix Arizona 9724 N 5th Street Phoenix, AZ 85020	2011		\$30,000.00	\$30,000.00	Support over three years to strengthen organizational capacity and increase community awareness of programs and services for low-income families, including Operation School Bell, which provides 4,600 students in Maricopa County with school clothing and supplies.	
Be A Leader Foundation 6850 N Central Avenue Phoenix, AZ 85012	2011		\$125,000.00	\$100,000.00	Support over three years to increase participation in the college repertory program to 750 students, primarily in the Phoenix Union High School District of central and south Phoenix	
John H Boner Community Center, Inc 2236 E 10th Street Indianapolis, IN 46201	2011		\$50,000.00	\$0.00	Support over two years for the Youth Education Town and other programs at the new Chase Near Eastside Legacy Center	
Brothers United 3737 N Meridian Street, Suite 505 Indianapolis, IN 46208	2011		\$20,000.00	\$0.00	Support over two years to expand the VIBES program, an HIV prevention program designed for an estimated 200 at-risk African American youth	
Butler University 4600 Sunset Avenue Indianapolis, IN 46208	2011		\$35,000.00	\$35,000.00	Support over three years to strengthen urban farming and renewal efforts in Indianapolis and offer kindergarten through grade 12 educational programs	
Center For The Future Of Arizona 541 E Van Buren Street, Suite B-5 Phoenix, AZ 85004	2011		\$50,000.00	\$50,000.00	Support over three years for the Beat the Odds mentoring and training program for school principals to improve the academic achievement of minority students from low-income families attending schools in central Phoenix	
Arizona Community Foundation, Inc 200 E Van Buren Phoenix, AZ 85004	2011		\$75,000.00	\$0.00	Support over two years to provide matching funds for revenue raised through the sale of the It Shouldn't Hurt to be a Child license plates to fund primary prevention programs in Maricopa County	
Educare Arizona 1300 N 48th Street Phoenix, AZ 85008	2011		\$100,000.00	\$25,000.00	Support for the kindergarten readiness program to provide early childhood education, health care and family support to 191 children, birth to age 5, in the Balaz Elementary School District.	
Girl Scout Council Inc-Arizona Cactus-Pine 119 E Coronado Road Phoenix, AZ 85004	2011		\$57,000.00	\$0.00	Support over two years to expand and improve Girl Scouts Beyond Bars, an early intervention and prevention program for 150 girls, ages 5 to 18, with incarcerated mothers	
Grand Canyon Association PO Box 399 Grand Canyon, AZ 86023	2011		\$55,000.00	\$0.00	Support over two years for the Watershed Stewardship Project to restore aquatic, riparian and ecosystems of the Grand Canyon, protect and preserve cultural resources, and enhance the visitor wilderness experience	

Organization Name	Grant Year	2012 Grant Amount	Amount Paid in 2012	Future Payment Amounts	Description
Hawthorne Social Service Association, Inc 2440 W. Ohio Street Indianapolis, IN 46222	2011		\$40,000 00	\$40,000 00	Support over three years for the child care and preschool components of the Early Childhood Program
Hoosier Heartland Resource Conservation And Development Council Discovery Hall, Suite 200 1202 E. 38th Street Indianapolis, IN 46204	2011		\$35,000 00	\$0 00	Support over two years to educate west central Indiana residents how to control and prevent the destructive impact of invasive plants on the ecosystem
Indiana Legal Services, Inc 151 N Delaware Street, Suite 1640 Indianapolis, IN 46204	2011		\$60,000 00	\$0 00	Support over two years to expand the Medical-Legal Partnership Project to assist an estimated 100 inner-city mental health patients
Indianapolis Urban League, Inc 777 Indiana Avenue Indianapolis, IN 46202	2011		\$75,000 00	\$0 00	Support over two years for the Step Up initiative to assist 20 adults obtain vocational skills in the carpentry construction industry and biotech/bioprocessing manufacturing industry
Kaleidoscope Church and Community Partnership 4186 N Broadway Street Indianapolis, IN 46205	2011		\$50,000 00	\$0 00	Support over two years for the Kaleidoscope Education Enrichment Program to assist at least 30 young adults move toward self-sufficiency
Keep Indianapolis Beautiful, Inc 11029 Fletcher Avenue Indianapolis, IN 46203	2011		\$35,000 00	\$0 00	Support over two years for a community-based riparian habitat restoration program within the Pogue's Run watershed
Northern Arizona University Foundation, Inc. PO Box 4094 Flagstaff, AZ 86011-4094	2011		\$74,000 00	\$0 00	Support over two years to promote restoration of high-elevation springs and wetlands at 200 sites in the Coconino and Kaibab National Forests of northern Arizona
Peace Learning Center, Inc 6040 DeLong Road Indianapolis, IN 46254-9797	2011		\$60,000 00	\$0 00	Support over two years to implement the Peace Coach Program, offering at least 950 IPS students real-world perspectives on the value of communication skills and civility
Workforce, Inc Circle City Industrial Complex 1125 Brookside Avenue, Suite D12 Indianapolis, IN 46202	2011		\$75,000 00	\$0 00	Support over two years to assist 100 additional ex-offenders to reintegrate into the community
St Vincent Hospital Foundation, Inc 8402 Harcourt Road, Suite 210 Indianapolis, IN 46260-2031	2011		\$40,000 00	\$0 00	Support over two years for the Success Through Academic Prosperity & Life/Employment Support program to help an estimated 40 unemployed central Indiana residents obtain health care certifications
Teach For America, Inc 3030 N Central Avenue, Suite 900 Phoenix, AZ 85012	2011		\$125,000 00	\$0 00	Support over two years for the Early Childhood Education program to prepare preschool students from low-income families for kindergarten in Maricopa County
University of Arizona Foundation 1119 N Cherry Avenue Tucson, AZ 85721	2011		\$112,000 00	\$116,000 00	Support over three years for Connecting Environmental Water Needs to Arizona Water Planning, a statewide project to shape water management solutions to benefit the environment and existing water users
Upper White River Watershed Alliance, Inc PO Box 2065 Indianapolis, IN 46206-2065	2011		\$60,000 00	\$0 00	Support to establish an annual festival focused on the White River and a variety of activities to promote community-wide environmental awareness and stewardship

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A New Leaf, Inc 868 E University Drive Mesa, AZ 85203	2012	\$6,650.00	\$6,650.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season
A Sleeping Stone Foundation PO Box 87149 Phoenix, AZ 85080-7149	2012	\$55,000.00	\$55,000.00	\$0.00	Support for a second year to provide preschool classrooms for approximately 35 children, ages 3 and 4, from low-income families at Westwood Elementary School in the Alhambra School District
Advocates For Latino Arts & Culture Consortium, Inc 147 E Adams Street Phoenix, AZ 85004	2012	\$85,000.00	\$85,000.00	\$0.00	Support for Arizona's only Latino cultural center in downtown Phoenix
Agula Youth Leadership Institute 3030 N. 3rd Street, Suite 970 Phoenix, AZ 85012	2012	\$65,000.00	\$65,000.00	\$0.00	Support to maintain and expand college preparation programs for more than 250 Hispanic youths attending over 70 high schools in Maricopa County
Alliance of Arizona Nonprofits PO Box 16162 Phoenix, AZ 85011-6162	2012	\$10,000.00	\$10,000.00	\$0.00	Support for the Arizona Gives Day's Program Management Fund at the Arizona Community Foundation to launch a one-day online giving program to connect investors with Arizona nonprofits
The American National Red Cross 441 E. 10th Street Indianapolis, IN 46202-3388	2012	\$25,000.00	\$25,000.00	\$0.00	Support to provide relief assistance to individuals and families adversely affected by the November 9, 2012, explosion in Indianapolis
The American National Red Cross 441 E. 10th Street Indianapolis, IN 46202-3388	2012	\$25,000.00	\$25,000.00	\$0.00	Support to assist in efforts to serve individuals and families in southeast Indiana affected by the March 2, 2012, storms
Arizona Association For Foster And Adoptive Parents 2320 N 20th Street Phoenix, AZ 85006	2012	\$12,000.00	\$12,000.00	\$0.00	Support to maintain educational workshops, social activities and storage facilities to collect donated furniture and clothing to assist 245 foster care and adoptive families
Arizona Coalition Against Domestic Violence, Inc. 2800 N Central Avenue, Suite 1570 Phoenix, AZ 85004	2012	\$65,000.00	\$50,000.00	\$15,000.00	Support over three years for The Future of Shelter in Arizona project to conduct an assessment of the role of domestic violence shelters, services provided and trends in shelter population, and provide technical assistance to implement the study's findings
Arizona Community Action Association, Inc 2700 N. 3rd Street, Suite 3040 Phoenix, AZ 85004	2012	\$6,650.00	\$6,650.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season
Arizona Forward Association 3800 N Central Avenue, Suite 220 Phoenix, AZ 85012	2012	\$80,000.00	\$80,000.00	\$0.00	Support to develop the Arizona Forward coalition as the steward of a statewide vision promoting sustainable economic development in balance with environmental needs
Arizona Friends of Foster Children Foundation 1645 E Missoun Avenue, Suite 220 Phoenix, AZ 85016	2012	\$20,000.00	\$20,000.00	\$0.00	Support for the holiday gifts program
Arizona Land and Water Trust, Inc 3127 N. Cherry Avenue Tucson, AZ 85719	2012	\$64,000.00	\$64,000.00	\$0.00	Support for a third year of the Desert Rivers and Riparian Heritage Initiative to work with rural water users to conserve desert springs, rivers and aquifers in the Gila River Basin of eastern and central Arizona

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Arizona South Asians For Safe Families PO Box 2748 Scottsdale, AZ 85252-2748	2012	\$12,000 00	\$12,000 00	\$0 00	Support for a second year to provide culturally and linguistically appropriate domestic violence support services to the South Asian community in Maricopa County
Arizona State University Foundation for A New American University 411 N Central Avenue, Suite 600 Mail Code 3520 Phoenix, AZ 85004-0686	2012	\$742,264 00	\$467,915 00	\$0 00	Support for the Nina Mason Pulliam Legacy Scholars program
Arizona Wilderness Coalition PO Box 40340 Tucson, AZ 85717	2012	\$50,000 00	\$50,000 00	\$0 00	Support to complete the final phase of the Sonoran Desert Heritage Campaign to protect nearly one million acres of wilderness-quality public lands west and southwest of Phoenix
Art With A Heart, Inc 6002 Sunnyside Road Indianapolis, IN 46236	2012	\$5,000 00	\$5,000 00	\$0 00	Support for a weekly summer program that provides art education for youth at 10 Indianapolis locations
Asante Childrens Theatre, Inc PO Box 22344 Indianapolis, IN 46222	2012	\$4,000 00	\$4,000 00	\$0 00	Support for a weekly summer program that provides performance art education for Marion County youth
Assistance League of East Valley Arizona 1950 N Arizona Avenue, Suite 3 Chandler, AZ 85225	2012	\$5,000 00	\$5,000 00	\$0 00	Support for Operation School Bell to provide school clothing and supplies to kindergarten through sixth-grade students from low-income families
Assistance League of Indianapolis, Inc 1475 W 86th Street, Suite E Indianapolis, IN 46260	2012	\$20,000 00	\$20,000 00	\$0 00	Support for Operation School Bell to provide school clothing and supplies to 2,900 preschool and elementary school children from low-income families
Assistance League of Phoenix Arizona 9224 N 5th Street Phoenix, AZ 85020	2012	\$20,000 00	\$20,000 00	\$0 00	Support for Operation School Bell to provide school clothing and supplies to preschool and elementary school children from low-income families
Association Of Arizona Food Banks, Inc 2100 N Central Avenue, Suite 230 Phoenix, AZ 85004	2012	\$30,000 00	\$30,000 00	\$0 00	Support for the Let's Talk Turkey program to purchase and distribute turkeys to families or use for congregate meals through five primary area food banks serving Maricopa County
The Athenaeum Foundation, Inc 401 E Michigan Street Indianapolis, IN 46204	2012	\$17,500 00	\$17,500 00	\$0 00	Support to produce the German American Story, a historical display about the many contributions of German immigrants in shaping Indianapolis from 1850 through 1950
City of Avondale 1007 S Third Street Avondale, AZ 85323	2012	\$6,650 00	\$6,650 00	\$0 00	Support to provide low-income families and individuals with assistance during the holiday season
Back-To-School Clothing Drive 1212 E Washington Street Phoenix, AZ 85034	2012	\$20,000 00	\$20,000 00	\$0 00	Support to provide school clothing and supplies to students from low-income families in Phoenix-area school districts
Sun City Area Interfaith Services, Inc 16752 N Greasewood Street Surprise, AZ 85378	2012	\$100,000 00	\$100,000 00	\$0 00	Support for the Helping Partners Vocational Program to provide 35 developmentally disabled adults in the Sun Cities area of west Phoenix with life skills and vocational training

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Best Buddies International, Inc 8604 Allisonville Road, Suite 165 Indianapolis, IN 46250	2012	\$75,000.00	\$50,000.00	\$25,000.00	Support over two years to expand the Middle School Friendship Program into 15 schools in central Indiana, resulting in at least 150 best buddy matchups for individuals with intellectual developmental disabilities
Bethlehem House Residence 130 E 30th Street Indianapolis, IN 46205	2012	\$75,000.00	\$50,000.00	\$25,000.00	Support over two years for the Support Program to provide case management and referral services to 40 men and women at the newly renovated Enclave at Meridian Apartments in the Mapleton-Fall Creek area.
Big Car Media, Inc 237 N East Street Indianapolis, IN 46204	2012	\$80,000.00	\$40,000.00	\$40,000.00	Support over two years to expand work with community groups and cultural organizations to provide children and adults access to art and self-expression, primarily in the near east side and Lafayette Square neighborhood areas
Boys & Girls Clubs of The East Valley 1405 E Guadalupe Road, Suite 4 Tempe, AZ 85283	2012	\$100,000.00	\$100,000.00	\$0.00	Support for a second year to increase the successful transition of students from junior high school to high school and graduation rates for 270 youth, ages 12 to 18, participating in programs of the Mesa, Chandler and Guadalupe club branches in the east Valley
Boys Hope Girls Hope of Arizona, Inc 3443 N Central Avenue, Suite 713 Phoenix, AZ 85012	2012	\$50,000.00	\$50,000.00	\$0.00	Support to expand the Collegiate Success Program for youth, from low-income families, preparing for or enrolled in college, for course selection, study and career planning guidance
Burmese American Community Institute, Inc 1503 Quinlan Court Indianapolis, IN 46217	2012	\$5,000.00	\$5,000.00	\$0.00	Support for the Upward College Summer Program for Burmese junior and senior high school students
Business Ownership Initiative of Indiana, Inc Chase Tower 111 Monument Circle, Suite 2450 Indianapolis, IN 46204	2012	\$120,000.00	\$60,000.00	\$60,000.00	Support over two years to expand curriculum and counseling services to increase participants' ability to create their own businesses, resulting in 150 new clients and 64 small business launches per year
Amos W Butler Audubon Society, Inc PO Box 80024 Indianapolis, IN 46280	2012	\$35,000.00	\$35,000.00	\$0.00	Support for the Bird Conservation and Education Project to oversee bird protection, awareness and appreciation initiatives and provide avian education to approximately 150 predominantly minority students
Campdown, Inc 5341 W 86th Street Indianapolis, IN 46268-1501	2012	\$5,000.00	\$5,000.00	\$0.00	Support for a nature-based and environmental education summer camp for youth ages 6 to 19
Care for Kids Foundation, Inc 4760 Kingsway Drive Indianapolis, IN 46205	2012	\$7,500.00	\$7,500.00	\$0.00	Support for a weekly summer camp for youth, ages 7 to 14, in foster care
The Center for Effective Philanthropy 678 Massachusetts Avenue, 7th Floor Cambridge, MA 02139	2012	\$5,000.00	\$5,000.00	\$0.00	Support for general operating expenses
Central Indiana Community Foundation Inc. 615 N Alabama Street, Suite 119 Indianapolis, IN 46204-1498	2012	\$12,000.00	\$12,000.00	\$0.00	Support for costs associated with hiring a college intern to assist with Summer Youth Program Fund activities, including research, analysis, program enhancement, evaluation and other special projects
Chandler Christian Community Center PO Box 591 Chandler, AZ 85244-0591	2012	\$6,650.00	\$6,650.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season

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Children's Action Alliance, Inc 4001 N Third Street, Suite 160 Phoenix, AZ 85012	2012	\$187,000 00	\$187,000 00	\$0 00	Support to develop and implement a Jim Casey Youth Opportunities Initiative site in Arizona to improve outcomes for 600 foster care youth aging out of child welfare each year
Children's Bureau of Indianapolis, Inc 1575 Dr. Martin Luther King, Jr. Street Indianapolis, IN 46202	2012	\$50,000 00	\$50,000 00	\$0 00	Support to establish the Fathers Forever Project to provide case management and personal skills development for as many as 20 physically and emotionally unengaged fathers and their families
The Children's Museum of Indianapolis, Inc PO Box 3000 Indianapolis, IN 46206	2012	\$4,000 00	\$4,000 00	\$0 00	Support for StarPoint, a daily summer camp for children, ages 6 to 12, living near the Museum
Christamore House, Inc 502 N. Tremont Street Indianapolis, IN 46222	2012	\$37,500 00	\$37,500 00	\$0 00	Support to expand the Family Strengthening Project to assist more than 700 households on the near west side of Indianapolis improve their levels of self-sufficiency
Citizens Action Coalition Education Fund, Inc 603 E. Washington Street, Suite 502 Indianapolis, IN 46204	2012	\$43,000 00	\$43,000 00	\$0 00	Support for the Hospital Accountability Project to partner with 15 community service organizations to raise awareness to at least 1,500 households about hospital charity care and financial assistance programs
Coburn Place Safe Haven II, Inc 604 E. 38th Street Indianapolis, IN 46205	2012	\$100,000 00	\$50,000 00	\$50,000 00	Support over two years to expand and enhance the housing and advocacy program to assist at least 60 homeless domestic violence survivors achieve self-sufficiency
Arizona Community Foundation 1221 N. Central Avenue, 2nd Floor Phoenix, AZ 85004	2012	\$50,000 00	\$50,000 00	\$0 00	Support to maintain and expand the college access program to 850 students, primarily from low-income families, by providing services and support through one-on-one counseling sessions, summer camps and website usage.
Concerned Citizens for Community Health 7700 E. Roosevelt Scottsdale, AZ 85257	2012	\$6,650 00	\$6,650 00	\$0 00	Support to provide low-income families and individuals with assistance during the holiday season
Information and Referral Network, Inc 3901 N. Meridian Street, Suite 300 Indianapolis, IN 46208	2012	\$30,000 00	\$30,000 00	\$0 00	Support to maintain the number of trained specialists to answer an additional 10,500 calls from individuals in need of gaining access to available human services
The National Conservation System Foundation, Inc 160 E. 12th Street, Suite 2 Durango, CO 81301	2012	\$100,000 00	\$50,000 00	\$50,000 00	Support over two years to assist Friends groups to advocate for conservation and proper management of 3.3 million acres of ecologically and culturally significant National Conservation Lands throughout Arizona, including national monuments and designated wilderness areas
Corporation for Supportive Housing 7110 Via de Arroyos Scottsdale, AZ 85258	2012	\$150,000 00	\$50,000 00	\$100,000 00	Support to develop and manage 240 to 300 supportive housing units for chronically homeless individuals in collaboration with Valley of the Sun United Way and its community partners
Corporation For Supportive Housing 320 N. Meridian Street, Suite 1027 Indianapolis, IN 46204	2012	\$23,000 00	\$23,000 00	\$0 00	Support to increase the capacity of the Indianapolis supportive housing industry, which includes a partnership between Bethlehem House and Herman and Kittle Properties to establish a 75-unit low-income housing project at 38th and Meridian streets
Creciendo Unidos Growing Together 202 E. McDowell Road, Suite 255 Phoenix, AZ 85004	2012	\$72,600 00	\$72,600 00	\$0 00	Support to provide 2,000 low-income individuals, primarily Latino, residing in central Phoenix, with programs that strengthen families, develop leadership and promote volunteerism and community engagement

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DaySpring Center, Inc PO Box 44105 Indianapolis, IN 46244-0105	2012	\$23,000.00	\$23,000.00	\$0.00	Support to provide emergency shelter, outreach and food programs to 150 families annually.
Desert Botanical Garden 1201 N Galvan Parkway Phoenix, AZ 85008	2012	\$300,000.00	\$100,000.00	\$200,000.00	Support over three years for the Conservation Alliance, a collaboration of stakeholders committed to studying, restoring and promoting the mountain park preserves of the Phoenix area, a system encompassing over 186,000 acres of open space
Diabetic Youth Foundation of Indiana, Inc. 817 S Tibbs Avenue Indianapolis, IN 46241	2012	\$8,000.00	\$8,000.00	\$0.00	Support for a residential summer camp for diabetic youth, ages 5 to 16, throughout Indiana
District Medical Group, Inc 2929 E Thomas Road Phoenix, AZ 85016	2012	\$80,000.00	\$80,000.00	\$0.00	Support for a third year of the Marposse-Wings to Safety program at the Marcopa Medical Center to maintain and expand domestic violence screening and prevention services to 2,860 patients and their 450 children and instruction to 150 medical students
Dress for Success Indianapolis 820 N Meridian Street Indianapolis, IN 46204	2012	\$100,000.00	\$100,000.00	\$0.00	Support over two years to expand the Career Development program, which offers computer skills training and pre-employment classes to 100 additional clients (375 total per year)
Dress For Success Phoenix 1122 E Buckeye Road, Suite A1 Phoenix, AZ 85034	2012	\$29,000.00	\$29,000.00	\$0.00	Support for a third year to expand the number of women receiving interview-appropriate and work-appropriate clothing from 400 to over 700
Ear Candy Productions, Inc PO Box 2555 Tempe, AZ 85280	2012	\$50,000.00	\$50,000.00	\$0.00	Support for a second year of the Instrument Drive Program to provide 10,000 children in Title I public schools in Maricopa County with musical instruments
Crossroads Rehabilitation Center, Inc 4740 Kingsway Drive Indianapolis, IN 46205	2012	\$40,000.00	\$40,000.00	\$0.00	Support for Project Search and the Internship Program, which provide vocational training and life skills for young people with significant disabilities who are transitioning out of high school or recently graduated
Ebenezer Baptist Church 1901 N Harding Street Indianapolis, IN 46202	2012	\$5,000.00	\$5,000.00	\$0.00	Support for a nature-based and environmental education summer camp for youth ages 5 to 19.
Eiteljorg Museum of American Indian and Western Art, Inc 500 W Washington Street Indianapolis, IN 46204	2012	\$250,000.00	\$250,000.00	\$0.00	Support to restore the Southwest Summer Showers sculpture, install a plumbing system to have water flowing over the sculpture, renovate and upgrade the sculpture niche, and to create a permanent restoration fund in honor of Frank and Nancy Russell.
Eiteljorg Museum of American Indian and Western Art, Inc 500 W Washington Street Indianapolis, IN 46204	2012	\$57,000.00	\$57,000.00	\$0.00	Support of the From the Eiteljorg Museum to the Classroom. Stories of Diversity to present the program free to 60 school classrooms and 2,240 local fourth and fifth grade students
Environmental Law & Policy Center of the Midwest 35 E. Wacker Drive, Suite 1600 Chicago, IL 60601	2012	\$70,000.00	\$70,000.00	\$0.00	Support for a second year to promote awareness of water pollution problems and institute strategies to ensure implementation of the Clean Water Act in Indiana.
Exodus Refugee Immigration, Inc. 1125 Brookside Avenue Indianapolis, IN 46205	2012	\$65,000.00	\$65,000.00	\$0.00	Support to expand and enhance self-sufficiency related services (i.e., job-readiness programs, financial literacy classes, mental health counseling) to 200 refugee women

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Forest Manor Multi-Service Center, Inc. 5603 E 38th Street Indianapolis, IN 46218	2012	\$50,000.00	\$50,000.00	\$0.00	Support for the Respect is Mutual Mentoring Program at Arlington Community School to provide 65 youth meaningful alternatives to gang lifestyles
Foundation Against Companion Animal Euthanasia Inc 1505 Massachusetts Avenue Indianapolis, IN 46201	2012	\$170,300.00	\$170,300.00	\$0.00	Support for the merger between FACE and IndyFeral to increase cat spay/neuter surgeries from 3,000 to 6,000 per year by adding another surgery day
Friends of Public Radio Arizona 2323 W 14th Street Tempe, AZ 85281	2012	\$30,000.00	\$30,000.00	\$0.00	Support for a one-year sponsorship on its NPR station
Town of Gila Bend CAP PO Box 439 Gila Bend, AZ 85337	2012	\$6,650.00	\$6,650.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season
Girl Scouts of Central Indiana 2611 Waterfront Parkway East Drive, Suite 100 Indianapolis, IN 46214	2012	\$68,000.00	\$68,000.00	\$0.00	Support over two years to implement Girl Scouts Beyond Bars, a leadership development program for girls, ages 6 to 12, whose mothers are incarcerated at the Indiana Women's Prison.
Girls Incorporated of Greater Indianapolis, Inc 3935 N Meridian Street Indianapolis, IN 46202	2012	\$150,000.00	\$150,000.00	\$0.00	Support over two years for the Advancing Girls Towards Self-Sufficiency project to expand programming to 1,100 girls, ages 13-18
Florence Crittenton Services of Arizona, Inc 715 W Mariposa Street, Suite B Phoenix, AZ 85013-2449	2012	\$2,400.00	\$2,400.00	\$0.00	Support to provide assistance to resident teen parents and their children during the holiday season
Gleaners Food Bank of Indiana, Inc 3737 Walden Avenue Indianapolis, IN 46241-7234	2012	\$500.00	\$500.00	\$0.00	Support for general operating expenses
Gleaners Food Bank of Indiana, Inc 3737 Walden Avenue Indianapolis, IN 46241-7234	2012	\$250,000.00	\$125,000.00	\$125,000.00	Support over two years for the Child Hunger Initiative to supply 10,000 elementary school children in need with weekend sacks of food through school-based pantries
Glendale Community Action Program 5949 W Northern Avenue, Suite 205 Glendale, AZ 85301	2012	\$6,650.00	\$6,650.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season
Gomper's Rehabilitation Center 6601 N 27th Avenue Phoenix, AZ 85017-1219	2012	\$80,000.00	\$80,000.00	\$0.00	Support for i C A N (Innovative Computer Assistance Now), an assistive technology initiative to improve the visual, verbal and physical abilities of 354 disabled clients
Goodwill Industries Of Central Arizona, Inc 2626 W Beryl Avenue Phoenix, AZ 85021	2012	\$490,282.00	\$240,282.00	\$250,000.00	Support over three years for the Goodwill Training and Employment Network, a partnership with Maricopa Community Colleges to provide occupational skills training, support services and job matching opportunities to 300 individuals with barriers to employment
Grand Canyon Chamber Music Festival, Inc PO Box 1332 Grand Canyon, AZ 86023	2012	\$34,250.00	\$13,000.00	\$21,250.00	Support over three years for the Native American Composer Apprentice Project to offer 35 Native American students in Maricopa County the opportunity to develop musical literacy and study music composition.

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Town of Guadalupe CAP 9241 S. Avenida del Yaqui Guadalupe, AZ 85283	2012	\$6,650.00	\$6,650.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season
HALO Animal Rescue 5231 N 35th Avenue Phoenix, AZ 85017	2012	\$47,500.00	\$47,500.00	\$0.00	Support for a collaborative project with Maricopa County Animal Care and Control to save more dogs and cats from euthanasia and increase adoptions by 1,800 animals annually.
Happy Hollow Children's Camp, Inc. 615 N Alabama Street, Suite 228 Indianapolis, IN 46204	2012	\$10,000.00	\$10,000.00	\$0.00	Support for a residential summer camp for youth, ages 8 to 14, with health conditions
Hear Indiana - A Chapter of the Alexander Graham Bell Association for the Deaf and Hard of Hearing PO Box 347 Zionsville, IN 46077	2012	\$5,000.00	\$5,000.00	\$0.00	Support for a residential summer camp for deaf or hearing-impaired youth, ages 5 to 14, who wear hearing aids or have cochlear implants.
Horizon House, Inc 1033 E Washington Street Indianapolis, IN 46202	2012	\$25,000.00	\$25,000.00	\$0.00	Support for daytime hospitality services for the homeless in downtown Indianapolis
Humane Society of Indianapolis, Inc 7929 N Michigan Road Indianapolis, IN 46268	2012	\$1,250,000.00	\$565,580.00	\$684,420.00	Support over three years for the Animal Welfare Center for spay/neuter services, expansion of education and community outreach programs, and coordination of a public awareness campaign to address unwanted animals and overpopulation in Marion County
Immigrant Welcome Center, Inc 2236 E. 10th Street Indianapolis, IN 46201	2012	\$60,000.00	\$60,000.00	\$0.00	Support over two years to expand the Natural Helpers program to help additional unimmigrants/refugees connect to basic education, employment, housing and health care services in Marion County
Indiana Canine Assistant And Adolescent Network, Inc 5610 Crawfordsville Road, Suite 2101 Indianapolis, IN 46224	2012	\$63,000.00	\$63,000.00	\$0.00	Support to revise and enhance training materials for the agency's dog handlers, clients and volunteers to place assistant dogs with 20-30 new applicants
Indiana Grantmakers Alliance Foundation, Inc 32 E. Washington Street, Suite 1100 Indianapolis, IN 46204	2012	\$70,000.00	\$70,000.00	\$0.00	Support to launch the Family Philanthropy Gift Box Program to reach approximately 2,500 children and their families
Indiana Recycling Coalition, Inc 708 E Michigan Street Indianapolis, IN 46202	2012	\$75,000.00	\$75,000.00	\$0.00	Support to increase recycling efforts in at least 100 central Indiana schools and develop a marketing campaign targeting 100 businesses to begin recycling
The Indiana School for the Deaf 1200 E 42nd Street Indianapolis, IN 46205	2012	\$5,000.00	\$5,000.00	\$0.00	Support for a residential summer camp for deaf or hearing-impaired youth ages 9 to 19
Indiana University Foundation 815 W Michigan Street, UC B10-C Indianapolis, IN 46202	2012	\$256,266.00	\$415,003.00	\$0.00	Support for the Nina Mason Pulliam Legacy Scholars program at IUPUI
Indianapolis Algebra Project, Inc. 2804 Questend South Drive Indianapolis, IN 46222	2012	\$8,000.00	\$8,000.00	\$0.00	Support for a mathematics summer program for youth ages 3 to 17
Indianapolis Childrens Choir, Inc 4600 Sunset Avenue Indianapolis, IN 46208	2012	\$26,000.00	\$26,000.00	\$0.00	Support for the Everyone COUNTS program to provide 1,400 children from low-income families with high quality arts education

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Indianapolis Housing Agency 1919 N Meridian Street Indianapolis, IN 46202-1303	2012	\$4,000 00	\$4,000 00	\$0 00	Support for the PRIDE Summer Employment Program, which provides educational opportunities in finance, goal setting, skill building and computers for youth ages 14 to 17
Indianapolis Neighborhood Housing Partnership, Inc 3550 N Washington Boulevard Indianapolis, IN 46205	2012	\$50,000 00	\$50,000 00	\$0 00	Support for the Step-by-Step Financial Planning Program to assist 30 families address their long-term financial needs as they pursue homeownership
Indianapolis Soap Box Derby Association, Inc PO Box 20237 Indianapolis, IN 46220	2012	\$4,000 00	\$4,000 00	\$0 00	Support for the Inner City Youth Racing League program to encourage and assist area youth to participate in the Derby
Indianapolis Zoological Society, Inc. 1200 W Washington Street Indianapolis, IN 46222	2012	\$1,500,000 00	\$1,500,000 00	\$0 00	Capital project support for the new International Orangutan Center
Greater Indianapolis Literacy League, Inc 2450 N Meridian Street Indianapolis, IN 46208	2012	\$75,000 00	\$75,000 00	\$0 00	Support to expand Project Get Out and Learn (GOAL) - Jail Literacy Program to reach an additional 200 individuals
Institute of Electrical And Electronics Engineers, Inc 443 Hoes Lane Piscataway, NJ 08854-4141	2012	\$25,000 00	\$25,000 00	\$0 00	Support for the Arizona Science Lab to provide approximately 5,000 students, grades five to nine in low-income school districts in Maricopa County, with half-day science, technology, engineering and math (STEM) education workshops, activities and lectures
Interfaith Cooperative Ministries PO Box 2225 Phoenix, AZ 85002-2225	2012	\$10,000 00	\$10,000 00	\$0 00	Support for the Financial Assistance Program to provide emergency help to low-income and homeless individuals and families during the holiday season
International Rescue Committee, Inc 5227 N 7th Street Phoenix, AZ 85014	2012	\$50,000 00	\$50,000 00	\$0 00	Support for the Early Employment Project to provide pre-employment services, including vocational and skills building training, for 150 newly arrived refugees to help secure jobs in the security, hospitality, technology and dairy industries
Ivy Tech Community College Foundation 50 W. Fall Creek Parkway North Drive Room 141 Indianapolis, IN 46208-5152	2012	\$75,650 00	\$173,617 00	\$0 00	Support for the Nina Mason Pulliam Legacy Scholars program at the Ivy Tech central campus.
Jackson Center For Conductive Education, Inc 802 N Samuel Moore Parkway Mooresville, IN 46158	2012	\$4,000 00	\$4,000 00	\$0 00	Support for a daily summer camp for children, ages 4 to 19, with motor skills disorders
Jameson Camp, Inc 2001 Bridgeport Road Indianapolis, IN 46231	2012	\$7,500 00	\$7,500 00	\$0 00	Support for a residential summer camp for youth ages 7 to 17
Central United Community Services 1001 W Jefferson Street Phoenix, AZ 85007	2012	\$34,000 00	\$34,000 00	\$0 00	Support for the Day Resource Center to provide an average of 125 homeless individuals, ages 55 and older, with respite and services daily
Land Trust Alliance, Inc 1660 L Street NW, Suite 1100 Washington, DC 20036	2012	\$225,000 00	\$75,000 00	\$150,000 00	Support over three years for the Indiana Land Trust Advancement Program - Phase II to continue to provide mentoring and technical assistance to at least seven land trusts in Indiana to strengthen their capacities

Organization Name	Grant Year	2012 Grant Amount	Amount Paid in 2012	Future Payment Amounts	Description
Land Trust Alliance, Inc. 1660 L Street NW, Suite 1100 Washington, DC 20036	2012	\$80,700 00	\$45,200 00	\$35,500 00	Support over two years to assist Arizona's land trusts build capacity, leadership and sustainability to develop into an effective and cohesive conservation community
Laino Coalition Against Domestic & Sexual Violence, Inc. 300 E Fall Creek Parkway N Drive, Suite 250 Indianapolis, IN 46205	2012	\$70,000 00	\$35,000 00	\$35,000 00	Support over two years to expand cultural competence training and technical assistance to domestic violence service providers to improve access of services for underserved Latino victims
Literacy Volunteers Of Maricopa County, Inc 729 E Hatcher Road Phoenix, AZ 85020	2012	\$75,000 00	\$75,000 00	\$0 00	Support for the Transition Services Program to provide workforce education and training opportunities to nearly 1,000 adults in the Phoenix area
John F Long Family Services Center 3454 N 51st Avenue Phoenix, AZ 85031-2175	2012	\$7,600 00	\$7,600 00	\$0 00	Support to provide low-income families and individuals with assistance during the holiday season
Lost Our Home Pet Foundation, Inc 16211 N Scottsdale Road, Suite A6A 276 Scottsdale, AZ 85254	2012	\$13,000 00	\$13,000.00	\$0 00	Support for a third year to expand rescue and adoption programs and services for nearly 1,000 abandoned and displaced dogs and cats in Maricopa County
Maricopa Community College District Foundation 2411 W 14th Street Tempe, AZ 85281-6942	2012	\$110,452 00	\$179,003.00	\$22,836 00	Support for the Nina Mason Pulliam Legacy Scholars program
Marion County Commission On Youth Inc 3901 N Meridian Street, Suite 201 Indianapolis, IN 46208	2012	\$13,000 00	\$13,000 00	\$0 00	Support to pay wages to youth working with programs provided through the Summer Youth Program Fund
Edna Martin Chnstuan Center PO Box 18388 Indianapolis, IN 46218	2012	\$5,000 00	\$5,000 00	\$0 00	Support for a daily educational summer camp for children, ages 5 to 13, in the Martindale-Brightwood neighborhood
McDowell Sonoran Land Conservancy 16435 N Scottsdale Road, Suite 110 Scottsdale, AZ 85254	2012	\$20,000 00	\$20,000 00	\$0 00	Support for a third year of the Flora and Fauna Baseline Study of the McDowell Sonoran Preserve's plant and animal life to guide the restoration, conservation and protection programs and make land management decisions for the 36,000-acre preserve in Scottsdale
Claude McNeals Musical Theatre Training Program, Inc PO Box 441130 Indianapolis, IN 46244	2012	\$25,000 00	\$25,000 00	\$0 00	Support for a second year to expand the ACT OUT bullying/teasing prevention and awareness program to 4,000 middle and high school students at 15 IPS schools
Marion County Mental Health Association, Inc 301 E 38th Street Indianapolis, IN 46205	2012	\$25,000 00	\$25,000 00	\$0 00	Support to launch the Positive Psychology Workforce Development Assistance Project to assist 240 individuals enrolled in job-readiness or workforce development programs
Mt Carmel Community Center, Inc 9610 E 42nd Street Indianapolis, IN 46235	2012	\$50,000 00	\$50,000 00	\$0 00	Support to provide more than 1,000 youth with a variety of recreational and social development programs at the community center located on the far eastside of Indianapolis
National Foster Youth Action Network PO Box 26690 San Francisco, CA 94126	2012	\$50,000 00	\$50,000 00	\$0 00	Support for the Foster Youth Connection of Indiana to empower foster youth to take leadership roles in advocating for their interests in conjunction with Child Advocates

Organization Name	Grant Year	2012 Grant Amount	Amount Paid in 2012	Future Payment Amounts	Description
Native American Connections, Inc 4520 N Central Avenue, Suite 600 Phoenix, AZ 85012	2012	\$80,000 00	\$80,000 00	\$0 00	Support to maintain and expand the HomeBase transitional housing and outreach program to assist over 155 youth, ages 18 to 24, move from homelessness to self-sufficiency.
The Nature Conservancy 7600 N 15th Street, Suite 100 Phoenix, AZ 85020	2012	\$175,000 00	\$120,000 00	\$55,000 00	Support over two years to bring more long-term certainty to water supplies and generate a sustainable source of support for new water management practices that benefit people and nature in the Salt and Verde River watersheds serving the Valley and surrounding area
Neighborhood Christian Legal Clinic, Inc 3333 N Meridian Street, Suite 201 Indianapolis, IN 46208	2012	\$100,000 00	\$50,000 00	\$50,000 00	Support to expand Project Guided Re-Entry Assistance and Community Education (GRACE) to assist annually more than 800 individuals with criminal convictions overcome legal barriers to re-entry and self-sufficiency
New Dawn Livestock Rescue & Sanctuary, Inc PO Box 794 Tonopah, AZ 85354-0794	2012	\$30,000 00	\$30,000 00	\$0 00	Support to purchase a tractor for the 42-acre ranch and sanctuary in Tonopah, which rescues, rehabilitates, places for adoption and houses 230 farm animals
New Life Center PO Box 5005 Goodyear, AZ 85338	2012	\$100,000 00	\$100,000 00	\$0 00	Support to sustain shelter and support services for over 1,000 women and children fleeing domestic violence
Greater Phoenix Youth at Risk, Inc 1001 E. Pierce Street Phoenix, AZ 85006	2012	\$100,000 00	\$100,000 00	\$0 00	Support for the Arizona Quest for Kids education program to mentor over 350 high-performing students, grade 3 through high school, and ensure they attend and successfully complete their post-secondary education.
Oasis Christian Community Development Corporation 1701 E 25th Street Indianapolis, IN 46218	2012	\$3,500 00	\$3,500 00	\$0 00	Support for a job readiness and college planning program for youth ages 14 to 18
Ohio River Valley Water Sanitation Commission 5735 Kellogg Avenue Cincinnati, OH 45230	2012	\$75,000 00	\$25,000 00	\$50,000 00	Support over three years to assist the Water Resources Committee in identifying the future freshwater consumption and use needs of the nine states in the Ohio River Basin
Pathway To Recovery, Inc 2135 N Alabama Street Indianapolis, IN 46202	2012	\$50,000 00	\$50,000 00	\$0 00	Support to sustain supportive housing, case management and counseling services to at least 50 homeless participants
People's Burn Foundation of Indiana, Inc. 6337 Hollister Drive, Suite 2H Indianapolis, IN 46224	2012	\$5,000 00	\$5,000 00	\$0 00	Support for a residential summer camp for burn survivors
PetSmart Charities, Inc 19601 N 27th Avenue Phoenix, AZ 85027	2012	\$2,000,000 00	\$1,000,000 00	\$1,000,000 00	Support for a collaborative initiative of the Alliance for Companion Animals of Maricopa County to reduce the intake of dogs and cats into shelters by increasing spay/neuter procedures and adoptions through community awareness and coordinated events
Phoenix Herpetological Society, Inc 20701 N Scottsdale Road, Suite 107 PMB 401 Scottsdale, AZ 85255	2012	\$50,000 00	\$50,000 00	\$0 00	Support to complete construction of the Wildlife and Education Discovery Center to prepare the facility in north Scottsdale for on-site education and training programs, summer camps and school field trips for nearly 130,000 participants
Phoenix Gospel Mission 1468 N 26th Avenue Phoenix, AZ 85009	2012	\$15,000 00	\$15,000 00	\$0 00	Support for meal services, food boxes and shelter programs during the holiday season

Organization Name	Grant Year	2012 Grant Amount	Amount Paid in 2012	Future Payment Amounts	Description
Planned Parenthood Of Arizona, Inc 5651 N Seventh Street Phoenix, AZ 85014-2500	2012	\$75,000 00	\$75,000 00	\$0 00	Support for the Central Phoenix Primary Care Pilot Program to introduce affordable and accessible primary health care services for low-income and uninsured women
Indiana Amateur Baseball Association, Inc 7160 Zionsville Road Indianapolis, IN 46268	2012	\$3,500 00	\$3,500 00	\$0 00	Support for a summer baseball program for boys and girls ages 5 to 18
Mary Rigg Neighborhood Center, Inc 1920 W. Morris Street Indianapolis, IN 46221	2012	\$270,000 00	\$90,000 00	\$180,000 00	Support over three years to expand the agency's Center for Working Families program and enhance workforce coaching and job training services for 275 low-income, basic-skilled adults in inner-city Indianapolis.
Ryan House 1110 W Merrell Street Phoenix, AZ 85013-4500	2012	\$75,000 00	\$75,000 00	\$0 00	Support for a third year to provide palliative and end-of-life care for children, birth to age 16, diagnosed with life-threatening conditions, and respite to nearly 150 families
The Salvation Army 540 N Alabama Street Indianapolis, IN 46204	2012	\$25,000 00	\$25,000 00	\$0 00	Support to expand the Continuing Support Program to assist an additional 25 participants and their children transitioning from the Emergency Shelter Program into permanent housing.
The Salvation Army, Indianapolis 3100 N Meridian Street Indianapolis, IN 46208-4718	2012	\$50,000 00	\$50,000 00	\$0 00	Support to provide shelter and services for low-income and at-risk women with children and families during the holiday season
The Salvation Army, Indianapolis 3100 N Meridian Street Indianapolis, IN 46208-4718	2012	\$25,000 00	\$25,000 00	\$0 00	Support to assist in efforts to serve individuals and families in southeast Indiana affected by the March 2, 2012, storms
The Salvation Army for its Southwest Division - Phoenix Southwest Divisional Headquarters 2707 E Van Buren Street Phoenix, AZ 85008	2012	\$250,000 00	\$250,000 00	\$0 00	Support to establish the Russell Summer Day Camp Endowment at the Pulliam Recreation Center within the Salvation Army Ray and Joan Kroc Corps Community Center
The Salvation Army for its Southwest Division - Phoenix Southwest Divisional Headquarters 2707 E Van Buren Street Phoenix, AZ 85008	2012	\$50,000 00	\$50,000 00	\$0 00	Support for the annual Christmas program, which distributes food, toys and gifts to low-income families and individuals
The Salvation Army for its Southwest Division - Phoenix 10730 W Union Hills Drive Sun City, AZ 85372	2012	\$6,650 00	\$6,650 00	\$0 00	Support to provide low-income families and individuals with assistance during the holiday season
Save the Family Foundation of Arizona 450 W Fourth Place Mesa, AZ 85201	2012	\$100,000 00	\$100,000 00	\$0 00	Support for the Homeless Families Intervention Project to provide transitional housing, case management and support services to over 160 homeless families in the east Valley
Central Indiana Community Foundation 307 N Pennsylvania Street Indianapolis, IN 46204	2012	\$20,000 00	\$20,000 00	\$0 00	Support for the Season for Sharing campaign to assist agencies that improve the quality of life as well as educational opportunities for children by providing quality child care, preschool services and adult literacy programs
Arizona Community Foundation 200 E Van Buren Street Phoenix, AZ 85004	2012	\$50,000 00	\$50,000 00	\$0 00	Support for Season for Sharing, an annual holiday campaign to help health and human service agencies in Arizona.

Organization Name	Grant Year	2012 Grant Amount	Amount Paid in 2012	Future Payment Amounts	Description
Second Helpings, Inc 1121 Southeastern Avenue Indianapolis, IN 46202	2012	\$100,000.00	\$72,500.00	\$27,500.00	Support over two years for the agency's Hunger Relief program to provide 6,000 meals daily to hungry individuals
Shepherd Community, Inc 4107 E Washington Street Indianapolis, IN 46201	2012	\$100,000.00	\$60,000.00	\$40,000.00	Support over two years to expand the Fellowship Program from four to eight fellows to strengthen services to more than 500 families assisted by the agency's anti-poverty programming in the near eastside, Martindale-Brightwood and Fountain Square neighborhoods
Social Health Association of Indiana, Inc 615 N. Alabama Street, Suite 228 Indianapolis, IN 46204	2012	\$2,500.00	\$2,500.00	\$0.00	Support for a summer program that provides life skills education in bully prevention for youth ages 5 to 19
Southeast Community Services, Inc 901 S Shelby Street Indianapolis, IN 46203	2012	\$30,000.00	\$30,000.00	\$0.00	Support to expand the agency's Center for Working Families Program to improve the quality of its employment and financial services to nearly 150 individuals
Southwest Human Development 2850 N 24th Street Phoenix, AZ 85008	2012	\$65,000.00	\$65,000.00	\$0.00	Support for a third year of the Kinship Care and Adoptive Basic Needs Program to provide financial assistance to over 200 family members raising grandchildren or other related children removed from their home due to abuse or neglect
Southwest Wildlife Rehabilitation and Educational Foundation, Inc PMB 115 8711 E. Pinnacle Peak Road Scottsdale, AZ 85255	2012	\$50,000.00	\$50,000.00	\$0.00	Support to construct three habitat enclosures for new arrivals to the Mexican Gray Wolf Recovery Program to assist the national captive breeding program for this highly endangered subspecies
Storytelling Arts of Indiana PO Box 20743 Indianapolis, IN 46220	2012	\$30,000.00	\$30,000.00	\$0.00	Support for the Life Stories Project, a partnership with WFYI and the Indiana Historical Society, to celebrate the organization's 25th Anniversary by collecting and recording 100 stories of individuals living in central Indiana to reflect their history, values, culture and ideals
Arizona Community Foundation 2201 E Camelback Road, Suite 202 Phoenix, AZ 85016	2012	\$150,000.00	\$150,000.00	\$0.00	Support for the Summer Youth Program Fund for organizations that provide academic enrichment, arts and recreational summer programs for children of low-income families
Sunnyslope Family Services Center 914 W Hatcher Phoenix, AZ 85021-3508	2012	\$7,600.00	\$7,600.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season
Teachers' Treasures, Inc 1800 E 10th Street Indianapolis, IN 46201	2012	\$20,000.00	\$20,000.00	\$0.00	Support for a program that provides donated school and office supplies to teachers working in schools with students from predominantly low-income families
Teen Lifeline, Inc PO Box 10745 Phoenix, AZ 85064	2012	\$116,000.00	\$94,000.00	\$22,000.00	Support to design a social networking strategy for teens aimed at changing behavior and informing them about resources and health issues to reduce suicide, self-injury and other high-risk behaviors
Tempe Community Action Agency 2150 E Orange Street Tempe, AZ 85281	2012	\$50,000.00	\$50,000.00	\$0.00	Support for a second year for the Interfaith Homeless Emergency Lodging Program to maintain expanded case management services for 150 participants and operation of the mobile shower trailer five nights a week in the city of Tempe
Tempe Community Action Agency 2150 E Orange Street Tempe, AZ 85281	2012	\$6,650.00	\$6,650.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season
City of Tolleson CAP 9555 W Van Buren Street Tolleson, AZ 85353	2012	\$6,650.00	\$6,650.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season

Organization Name	Grant Year	2012 Grant Amount	Amount Paid in 2012	Future Payment Amounts	Description
Trusted Mentors, Inc 872 Virginia Avenue Indianapolis, IN 46203	2012	\$60,000 00	\$40,000 00	\$20,000 00	Support over two years to expand the Two Tracks to Success Project to establish at least 140 mentoring partnerships to assist formerly homeless individuals and ex-offenders to remain self-sufficient
Tumbleweed Center For Youth Development 1419 N Third Street, Suite 102 Phoenix, AZ 85004	2012	\$84,000 00	\$84,000 00	\$0 00	Support for the Youth Enterprises Project to expand business opportunities for approximately 1,500 homeless and runaway youth in the central Phoenix area
United Way of Central Indiana, Inc for the United Christmas Service 3901 N Meridian Street Indianapolis, IN 46208	2012	\$50,000 00	\$50,000 00	\$0 00	Support to provide low-income families and individuals with assistance during the holiday season
United Way of Central Indiana, Inc 3901 N Meridian Street Indianapolis, IN 46205	2012	\$100,000 00	\$100,000 00	\$0 00	Support for the 2012 annual campaign to assist with the funding of basic needs services
Unlimited Potential, Inc PO Box 8814 Phoenix, AZ 85066	2012	\$35,000 00	\$35,000 00	\$0 00	Support for the Abriendo Puertas (Opening Doors) program for 40 low-income parents and 80 children, birth to age 5, in the Roosevelt School District to increase the level of parental involvement in their child's education and enable children to improve their social skills and academic achievement
Valley of The Sun United Way 1515 E Osborn Road Phoenix, AZ 85014-5386	2012	\$400,000.00	\$400,000 00	\$0 00	Support for the Homelessness and Hunger Funders Collaborative to allocate funds to programs that primarily assist the homeless and those needing food in Maricopa County
Valley of The Sun United Way 1515 E Osborn Road Phoenix, AZ 85014-5386	2012	\$100,000 00	\$100,000 00	\$0 00	Support for the 2012 annual campaign to assist with funding of basic needs services
Visionquest 20/20 564 W 9th Place, Suite 3 Mesa, AZ 85201	2012	\$65,000 00	\$65,000 00	\$0 00	Support to develop a marketing plan for a low-cost vision screening program to assist 12,000 children in preschools and central Phoenix school districts
VSA Indiana, Inc 1505 N Delaware Street Indianapolis, IN 46202	2012	\$50,000 00	\$50,000 00	\$0 00	Support to provide arts programming to mentally and physically disabled individuals
Madame Walker Urban Life Center, Inc 617 Indiana Avenue Indianapolis, IN 46202	2012	\$7,500 00	\$7,500 00	\$0 00	Support for a daily summer arts program for youth ages 5 to 16
Metropolitan Indianapolis Public Broadcasting, Inc 1630 N Meridian Street Indianapolis, IN 46202	2012	\$30,000 00	\$30,000 00	\$0 00	Support for a one-year sponsorship on its NPR station
Wheeler Mission Ministries 205 E New York Street Indianapolis, IN 46204	2012	\$50,000 00	\$50,000 00	\$0 00	Support for a men's homeless shelter that provides medical care, a dental clinic, a reading room/day center and a clothing exchange
Wickenburg CAP 255 N Washington Wickenburg, AZ 85390	2012	\$6,650 00	\$6,650 00	\$0 00	Support to provide low-income families and individuals with assistance during the holiday season

Organization Name	Grant Year	2012 Grant Amount	Amount Paid in 2012	Future Payment Amounts	Description
Travis L. Williams Family Services Center 4732 S Central Avenue Phoenix, AZ 85040-2150	2012	\$7,600.00	\$7,600.00	\$0.00	Support to provide low-income families and individuals with assistance during the holiday season
United Way of Central Indiana Winter Assistance Fund 3901 N Meridian Street Indianapolis, IN 46208	2012	\$65,000.00	\$65,000.00	\$0.00	Support to provide emergency utility assistance for low-income households
Y-Press, Inc 307 N Pennsylvania Street Indianapolis, IN 46204	2012	\$7,000.00	\$7,000.00	\$0.00	Support for City Stories, a summer audio program for youth ages 11 to 13
Young Audiences of Indiana, Inc 3921 N Meridian Street, Suite 210 Indianapolis, IN 46208	2012	\$100,000.00	\$40,000.00	\$60,000.00	Support over two years to develop and implement an integrated environmental education and arts program for inner-city students in grades three through five
Total		\$15,651,764.00	\$13,870,000.00	\$3,837,006.00	

FORM 990 PF, PART VII-A - STATEMENTS REGARDING ACTIVITIES, QUESTION #3

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SEE ATTACHED AMENDED TRUST DOCUMENT

STATEMENT #6

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COMPOSITE INDENTURE INCORPORATING
CURRENTLY EFFECTIVE PROVISIONS OF
THE NINA MASON PULLIAM
REVOCABLE TRUST, AS AMENDED

A True Copy
Robert L. Lunny
EVP & CFO
10/31/2013

THIS INDENTURE OF TRUST, executed this [24th] day of [August] 1990, by and between NINA MASON PULLIAM, domiciled in Marion County, Indiana ("Settlor"), and NINA MASON PULLIAM, FRANK E. RUSSELL and W. A. DYER JR., all of whom are domiciled in Marion County, Indiana (herein jointly and severally referred to as "Trustee"),

W I T N E S S E T H, That:

WHEREAS, the Settlor desires to create a trust consisting of certain property of which the Trustee is willing to be trustee; and

WHEREAS, the Settlor concurrently herewith is delivering to the Trustee the property described in Schedule A hereto, and the Trustee is willing to hold such property in trust and to administer the same in accordance with the terms hereof;

NOW, THEREFORE, in consideration of the premises, of the delivery and the receipt of the Initial Trust Property, and of the mutual covenants herein contained, the parties hereto enter into the following Articles of Agreement with respect to the terms and conditions of such trust:

ARTICLE I

Trust Property

Section 1.1. Initial Trust Property. Concurrently with the execution of this Indenture of Trust, the Settlor has delivered to the Trustee, and the Trustee hereby acknowledges receipt of, the property listed and identified in Schedule A attached hereto (such property being referred to herein as the "Initial Trust Property").

Section 1.2. Additions. At any time or times prior to the final termination of such trust and the final distribution of the property in such trust, the Settlor or any other persons, firms or corporations, including fiduciaries, may increase or add to the trust property by gifts, devises, bequests, conveyances, transfers, assignments or deliveries of property, real or personal, to the Trustee, to be held and administered under the terms and provisions of this Indenture of Trust.

Section 1.3. Trust Property Defined. The "Trust Property" shall consist of the Initial Trust Property plus any additions to the Trust Property as such assets are received, invested, reinvested or liquidated from time to time and minus any assets as may hereafter be withdrawn or distributed.

ARTICLE 2

Right to Revoke, Amend or Withdraw

The Settlor shall have the right at any time, and from time to time, during her lifetime, by written instrument delivered to the Trustee, (1) to revoke this Indenture of Trust, in whole or in part, (2) to amend or modify any of the terms or provisions hereof in any way and to any extent that may seem to her desirable, and (3) to withdraw assets constituting part of the Trust Property, except that the Settlor shall have no power to change the duties, powers or liabilities of the Trustee without his written consent. Upon delivery to the Trustee by the Settlor of such a written instrument, and with the Trustee's consent when required, this Indenture of Trust shall be deemed to have been revoked, amended, or modified in the manner and to the extent set forth therein. As a part of Settler's right to withdraw assets, Settlor shall also have the right to direct that the Trustee distribute on Settler's behalf any assets so withdrawn by her directly to others as she shall specify.

ARTICLE 3

Disposition During Settlor's Life

During the lifetime of the Settlor, the Trustee shall pay to her or apply for her benefit (1) any part, or all, of the net income from the Trust Property in quarterly, or such other installments not less often than annually, as requested by the Settlor, and (2) any part, or all, of the principal of the Trust Property as requested by the Settlor. In the event the Settlor becomes incapacitated, the Trustee shall have the power and authority to pay to Settlor, or apply for her benefit, such amounts of income and principal of the Trust Property (even to the exhaustion thereof) as the Trustee determines, in its discretion, to be necessary or advisable to provide for Settlor's support, maintenance (including expenses of maintaining any apartment or residence owned or being used by Settlor from time to time as her home), comfort, and medical care. It is Settlor's desire that the Trustee pay the costs of nursing and other medical care in her home as long as she does not require, in the opinion of Settlor's physician, hospitalization or other institutional care.

ARTICLE 4

Disposition on Settlor's Death

Section 4.1. Obligations of Settlor's Estate. Upon and after the Settlor's death, the Trustee shall, upon demand made upon the Trustee by the personal representative of the Settlor's probate estate and to the extent so demanded by such personal representative, pay or lend to her personal representative out of the Trust Property an amount equal to all or any part of (1) the expenses or indebtedness incurred on account of the Settlor's last illness, funeral and burial, (2) the death taxes which may become payable by reason of her death in respect of property included in her estate for estate or inheritance tax purposes, and (3) other debts and obligations of her estate, including expenses of administration, subject to the following limitations:

(a) The amount of any proceeds of insurance on the life of Settlor included in the Trust Property which may be used to make any of such payments shall not exceed the amount of any liability which may arise under Section 2206 of the Code, or any successor provision thereto in effect at the Settlor's death;

(b) No death taxes attributable to the inclusion in Settlor's taxable estate of the property in any trust other than this Indenture of Trust shall be paid by the Trustee from the Trust Property; and

(c) None of such payments shall be made from property added to the Trust Property at or after the Settlor's death by any person other than Settlor.

Section 4.2. Income Received From Settlor's Estate During Administration. All income received by the Trustee from personal representative of Settlor's probate estate during the period of administration thereof shall retain its character as income in the hands of the Trustee, and such income shall be paid as soon as practicable after receipt by the Trustee to such organizations and in such manner as provided in Section 5.3 of this Indenture of Trust.

Section 4.3. Disposition of Remaining Trust Property. Effective as of Settlor's death, the Trust Property (consisting of the property remaining in the hands of the Trustee at Settlor's death, after compliance with the provisions of Section 4.1 above, and all property other than current income received by the Trustee from the personal representative of Settlor's probate estate pursuant to the provisions of Settlor's Last Will and Testament) shall be held in continued trust hereunder in accordance with the provisions of Article 5 of this Indenture of Trust.

ARTICLE 5

Nina Mason Pulliam Charitable Trust

Section 5.1. Applicability. The provisions of this Article 5 shall apply to all property being held in continued trust upon Settlor's death as provided in Section 4.3 of this Indenture of Trust. The trust of such property shall be designated the "Nina Mason Pulliam Charitable Trust," but may be referred to hereinafter as the "Charitable Trust."

Section 5.2. The Trust Term. The term of the Charitable Trust shall begin at the death of Settlor and shall continue for a period ending immediately prior to the fiftieth (50th) anniversary of Settlor's death (the "Trust Term").

Section 5.3. Qualifying Distributions During Trust Term.

Clause 5.3(a). Required Distributions During the Trust Term. The purposes for which the Charitable Trust is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law. During the Trust Term, the Trustees each year shall distribute the amount that is necessary to prevent the imposition of any excise tax pursuant to Code Section 4942 (i) to Qualified Organizations as the Trustees, in their sole discretion, shall select and determine, or (ii) as other distributions (including that portion of reasonable and necessary administrative expenses) that constitute "qualifying distributions" as defined in Code Section 4942(g).

Clause 5.3(b). Permissive Distributions During the Trust Term. In addition to those distributions required by Clause 5.3(a) hereof for each year in the Trust Term, the Trustees may distribute additional amounts as are prudent for the effective fulfillment of the purposes of the Charitable Trust, as determined by the Trustees in their sole discretion. By way of example, and not limitation, the Trustees may adopt and implement a total distribution policy that calculates the average value of the Trust's investment assets based on a thirty-six-month rolling average and makes distributions based on a prudent percentage of that average investment asset value. Here is an illustration of this approach:

In budgeting for distributions for 2013, the Charitable Trust would average the end-of-month valuations running from October 31, 2009, through September 30, 2012, for a thirty-six-month average investment asset value. The Charitable Trust could then use a five percent (or other prudent) payout rate against that average investment asset value to calculate the Trust's distributions for the year commencing January 1, 2013.

Clause 5.3(c). Qualified Organizations. In order to be eligible for a distribution under Section 5.3(a)(i), an organization must be a "Qualified Organization," meaning an organization (i) specified in (or treated as specified in) Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code, or in corresponding provisions of any subsequent amendments to the Code, or (ii) over which the Charitable Trust exercises expenditure responsibility under Code Sections 4945(d)(4)(B) and 4945(h), or in corresponding provisions of any subsequent amendments to the Code.

Section 5.4. Distribution of Principal. Upon and effective as of the expiration of the Trust Term, the Trustee shall pay and distribute the entire remaining Trust Property to such Qualified Organizations (as defined in Section 5.3 above), in such proportions and for such purposes consistent with such organization's status as a Qualified Organization as the Trustee, in his sole discretion, shall select and determine ; provided, however, that upon the expiration of the Trust Term (or the dissolution of the Charitable Trust at any other time), the Trustee shall not distribute any portion of the remaining Trust Property to any Qualified Organization that is not either (1) described in Section 501(c)(3) and Section 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or (2) the Federal, state or local government, for exclusively public purposes.

Section 5.5. Exercise of Discretion. As a guideline to the Trustee in the exercise of the Trustee's discretion in the selection of Qualified Organizations to receive income and principal under Sections 5.3 and 5.4 above, Settlor states it is her desire that preference be given to those Qualified Organizations who operate in, and whose services are used by, benefit and assist residents of, (a) Marion County, and surrounding counties, in Indiana and (b) Maricopa County, and surrounding counties, in Arizona.

Section 5.6. Settlor's Intent and Trustee's Power to Implement. Settlor intends that the Charitable Trust qualify for a charitable deduction from Settlor's estate for federal estate tax purposes pursuant to the provisions of Section 2055(a) of the Code and directs the Trustee to administer such trust so as to implement Settlor's intention. In furtherance of that intent, Settlor hereby grants to the Trustee the power to amend any term of the trust for the sole purpose of having the trust comply with all requirements of the Code and the regulations issued thereunder pertaining to charitable trusts. Furthermore, if there should be any provision in this Indenture of

Trust which would otherwise contravene Settlor's intention or cause a loss of such charitable deduction, such provision shall be stricken and rendered null and void, and if there shall be any requirement in the Code for a declaration which does not appear in the written text of this Indenture of Trust, any such required declaration is hereby incorporated herein and made a part hereof by reference thereto.

ARTICLE 6

Additional Provisions as to Administration of Trusts

Section 6.1. General Powers of Trustee. The provisions of the Trust Code as now or hereafter in effect in the State of Indiana shall be applicable to the administration of the trust created under this Indenture of Trust, and the Trustee, subject to the limitations set forth in Section 6.2 of this Indenture of Trust, shall have and exercise all powers granted to, and shall be subject to all duties imposed upon, a "trustee" under such Trust Code.

Section 6.2. Limitations Upon Trustee's Powers. Notwithstanding any provisions of this Indenture of Trust or of any law of the State of Indiana to the contrary, after Settlor's death:

(a) no power shall be construed to enable any person to purchase, exchange or otherwise deal with or dispose of the principal or income of the Trust Property for less than an adequate or full consideration in money or money's worth or to enable any person to borrow the principal or income of the Trust Property, directly or indirectly, without adequate interest or security or to permit any part of the principal or income to be used to pay premiums on any insurance on the life of the Settlor;

(b) no person other than the Trustee shall have or exercise the power to vote or direct the voting of any stock or other securities held in the Trust Property or to control the investment of the Trust Property;

(c) the Trustee is prohibited from engaging in any act of "self-dealing" as defined in Section 4941(d) of the Code, from retaining any "excess business holdings" as defined in Section 4943(c) of the Code which would subject the Charitable Trust to tax under Section 4943 of the Code, from making or retaining any investments which would subject the Charitable Trust to tax under Section 4944 of the Code, from making any "taxable expenditures" as defined in Section 4945(d) of the Code, and from making distributions at such time and in such manner as to subject the Charitable Trust to tax under Section 4942 of the Code;

(d) the Trustee is prohibited from taking any action or exercising any power which does not comply with, or which would violate the provisions of, IND. CODE § 30-4-5-21; and

(e) the Trustee is prohibited from exercising any power or discretion in such manner as to cause the Charitable Trust to fail to qualify as a trust described in Section 501(c)(3) of the Code or to fail to qualify for a charitable deduction from Settlor's estate for federal estate tax purposes pursuant to the provisions of Section 2055(a) of the Code.

Section 6.3. Investment of Trust Assets. Nothing in this Indenture of Trust shall be construed to restrict the Trustee from investing property in the Charitable Trust in a manner that could result in the annual realization of a reasonable amount of income or gain from the sale or disposition of the assets in such trust.

Section 6.4. Limitations on Trust Activities and Income. After Settlor's death, no part of the net income of the Charitable Trust shall inure to the benefit of any private person or individual in contravention of Section 501(c)(3) of the Code or the regulations promulgated thereunder as may be in effect from time to time. Within the meaning of Section 501(c)(3) of the Code and the regulations promulgated thereunder, no substantial part of the activities of the Charitable Trust shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor will such trust participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 7

Provisions Relating to the Trustee

Section 7.1. Compensation of Trustee. The Trustee shall be paid reasonable compensation for those services under this Indenture of Trust which are reasonable and necessary to carry out the exempt purpose of the Charitable Trust. The Trustee shall be reimbursed for reasonable out-of-pocket expenses incurred in the performance of the Trustee's

duties hereunder, including reasonable travel and related expenses incurred in evaluating and selecting Qualified Organizations as recipients of the income and principal of the Trust. Such compensation may be paid from the principal or the income, of the trust or trusts established hereunder, or both, as the Trustee, in the exercise of its discretion, determines to be just and equitable.

Section 7.2. Freedom From Court Supervision. It is the Settlor's intent, to the extent permitted by law, that the trust created hereby shall be administered free from active supervision and jurisdiction of any court. Therefore, the Trustee shall not be required to (1) obtain confirmation of the Trustee's appointment as such under this Indenture of Trust, (2) docket the trust created by this Indenture of Trust, (3) account to any court for the administration of such trust, or (4) resort to any court for instruction or authority.

Section 7.3. Successor Trustee. Upon the death or resignation of a person serving as Trustee hereunder, Settlor, during her lifetime and, after her death, the remaining persons then serving as Trustee shall select a successor to the person whose death or resignation caused a vacancy in the office of Trustee hereunder. No lineal descendant of Eugene C. Pulliam shall ever be selected as a successor trustee. It is Settlor's intent that there shall always be three persons serving together as Trustee of this Indenture of Trust.

Section 7.4. Action by Multiple Trustees. At any time that there are three or more Trustees serving who are able to act, the Trustees shall exercise any of the rights or powers given to them, or comply with any duties imposed upon them, by majority vote. If at any time there are fewer than three Trustees serving (due to a vacancy or otherwise), or if there are three or more Trustees serving but a majority of the Trustees are unable to act or abstain from exercising the rights or powers given to them under this Agreement or the laws of the State of Indiana, then

those Trustees (or Trustee, as the case may be) who are then able to act (or do not abstain from acting) shall exercise any of the rights or powers given to them, or comply with any duties imposed upon them, by unanimous action. For purposes of this Section 7.4, a then serving Trustee shall be unable to act or shall abstain from acting if he or she has actual or imputed conflict of interest (as that term is defined in IND. CODE § 30-4-3-5), or if such Trustee has a potential or perceived conflict of interest with regard to a matter (even if such conflict is not covered by IND. CODE § 30-4-3-5).

ARTICLE 8

Miscellaneous Provisions

Section 8.1. Meaning of Terms.

Clause 8.1(a). Taxable Year. The “taxable year” of the trust created by this Indenture of Trust shall be the calendar year.

Clause 8.1(b). Code. All references in this Indenture of Trust to the “Code” shall mean and refer to the Internal Revenue Code of 1986, as amended, or any successor federal tax act as may be in effect at the time.

Clause 8.1(c). Death Taxes. The term “death taxes” as used in this Indenture of Trust means all transfer, estate and inheritance taxes, and other taxes of that general nature (except (i) any tax imposed on a “generation-skipping transfer” by any federal or state law and (ii) any tax imposed upon property included in Settlor’s taxable estate to which Code Sections 2207, 2207A or 2207B applies), which may be assessed or imposed by any jurisdiction, together with any interest and penalties thereon.

Cause 8.1(d). Net Income. All references in this Indenture of Trust to “net income” shall mean gross income from the Trust Property less all fees and other expenses of administering the Trust Property.

Section 8.2. Singular and Plural Words. Wherever in this Indenture of Trust a singular word appears, it shall also include the plural whenever required by the context and vice versa.

Section 8.3. Governing Law. The powers and duties of the Trustee hereunder and all questions of interpretation of this Indenture of Trust shall be governed by the laws of the State of Indiana.

EXECUTED the day and year first written above.

/s/ Nina Mason Pulliam

Nina Mason Pulliam

“Settlor”

/s/ Nina Mason Pulliam

Nina Mason Pulliam

/s/ Frank E. Russell

Frank E. Russell

/s/ W.A. Dyer Jr.

W.A. Dyer Jr.

“Trustee”

THE NINA MASON PULLIAM
REVOCABLE TRUST

SCHEDULE A

CASH in the amount of \$100,000.00

(SEE BELOW)





BNY MELLON

IVA-DIVERSIFIED INTL - B85F29531302

Asset Detail - By Asset type

12/31/2012

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY U.S. DOLLAR 772,478 564 IVA INTERNATIONAL FUND 45070A404	15 5800	11,184,669 30	12,035,216 03	100 00	850,546 73
	15 5800	11,184,669 30	12,035,216 03		850,546 73

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY U.S. DOLLAR 531,513 368 MFS INSTITUTIONAL INTERNATIONAL 552966806	19 2500	8,113,180 03	10,231,632 33	100 00	2,118,452 30
	19 2500	8,113,180 03	10,231,632 33		2,118,452 30



BNY MELLON
INCOME RESEARCH - B85F29531102

Asset Detail - By Asset type

12/31/2012

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
FIXED INCOME SECURITIES					
U.S. DOLLAR					
88,333 600 US TREAS-CPI INFLAT 912828HN3 1 625% 01/15/2018 DD 01/15/08	115 9770 115 9770	88,124 68 88,124 68	102,446 66 102,446 66	2 09	14,321 98 14,321 98
212,249 770 US TREAS-CPI INFLAT 912828JX9 2 125% 01/15/2019 DD 01/15/09	121 4140 121 4140	228,911 59 228,911 59	257,700 94 257,700 94	5 27	28,789 35 28,789 35
221,883 060 US TREAS-CPI INFLATION INDEX 912828KM1 1 250% 04/15/2014 DD 04/15/09	103 0940 103 0940	226,565 62 226,565 62	228,748 12 228,748 12	4 68	2,182 50 2,182 50
136,504 620 US TREAS-CPI INFLATION INDEX 912828LA6 1 875% 07/15/2019 DD 07/15/09	121 7110 121 7110	139,956 53 139,956 53	166,141 14 166,141 14	3 40	26,184 61 26,184 61
271,706 340 US TREAS-CPI INFLATION INDEX 912828MF4 1 375% 01/15/2020 DD 01/15/10	118 5390 118 5390	276,669 11 276,669 11	322,077 98 322,077 98	6 58	45,408 87 45,408 87
259,380 630 US TREAS-CPI INFLATION INDEX 912828MY3 0 500% 04/15/2015 DD 04/15/10	104 3440 104 3440	265,434 86 265,434 86	270,648 12 270,648 12	5 53	5,213 26 5,213 26
365,951 370 US TREAS-CPI INFLATION INDEX 912828NM8 1 250% 07/15/2020 DD 07/15/10	118 6250 118 6250	380,325 92 380,325 92	434,109 81 434,109 81	8 87	53,783 89 53,783 89
606,976 300 US TREAS-CPI INFLATION INDEX 912828PP9 1 125% 01/15/2021 DD 01/15/11	117 4530 117 4530	637,849 68 637,849 68	712,911 87 712,911 87	14 57	75,062 19 75,062 19
648,683 600 US TREAS-CPI INFLATION INDEX 912828QD5 0 125% 04/15/2016 DD 04/15/11	105 2970 105 2970	673,289 54 673,289 54	683,044 37 683,044 37	13 96	9,754 83 9,754 83

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
494,695 880 US TREAS-CPI INFLATION INDEX 912828QV5 0 625% 07/15/2021 DD 07/15/11	113 6720 113 6720	530,263 09 530,263 09	562,330 70 562,330 70	11 49	32,067 61 32,067 61
347,490 200 US TREAS-CPI INFLATION INDEX 912828SA9 0 125% 01/15/2022 DD 01/15/12	108 5940 108 5940	368,881 75 368,881 75	377,353 51 377,353 51	7 71	8,471 76 8,471 76
266,831 280 US TREAS-CPI INFLATION INDEX 912828SQ4 0 125% 04/15/2017 DD 04/15/12	107 0860 107 0860	284,719 34 284,719 34	285,738 94 285,738 94	5 84	1,019 60 1,019 60
450,643 200 US TREAS-CPI INFLATION INDEX 912828TE0 0 125% 07/15/2022 DD 07/15/12	108 5550 108 5550	494,483 49 494,483 49	489,195 73 489,195 73	10 00	-5,287 76 -5,287 76
TOTAL U.S. DOLLAR FIXED INCOME SECURITIES		4,595,475.20 4,595,475.20	4,892,447.89 4,892,447.89	100.00	296,972.69 296,972.69
TOTAL ASSETS FIXED INCOME SECURITIES		4,595,475.20 4,595,475.20	4,892,447.89 4,892,447.89	100.00	296,972.69 296,972.69
TOTAL ASSETS				100.00	

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY					
U.S. DOLLAR					
10,550 000 BED BATH & BEYOND INC 075896100	55 9100 55 9100	317,948 17 317,948 17	589,850 50 589,850 50	8 42	271,902 33 271,902 33
7,600 000 CARDINAL HEALTH INC 14149Y108	41 1800 41 1800	195,497 14 195,497 14	312,968 00 312,968 00	4 47	117,470 86 117,470 86
1,700 000 CLOROX CO 189054109	73 2200 73 2200	100,032 92 100,032 92	124,474 00 124,474 00	1 78	24,441 08 24,441 08
12,750 000 COMCAST CORP 20030N101	37 3600 37 3600	193,435 84 193,435 84	476,340 00 476,340 00	6 80	282,904 16 282,904 16
10,200 000 ECOLAB INC 278865100	71 9000 71 9000	506,440 73 506,440 73	733,380 00 733,380 00	10 47	226,939 27 226,939 27
15,550 000 EXPEDITORS INTERNATIONAL OF WA 302130109	39 5500 39 5500	601,077 05 601,077 05	615,002 50 615,002 50	8 78	13,925 45 13,925 45
21,700 000 MICROSOFT CORP 594918104	26 7100 26 7100	458,733 08 458,733 08	579,607 00 579,607 00	8 27	120,873 92 120,873 92
18,700 000 NIKE INC 654106103	51 6000 51 6000	501,371 13 501,371 13	964,920 00 964,920 00	13 77	463,548 87 463,548 87
22,450 000 PAYCHEX INC 704326107	31 1000 31 1000	628,380 80 628,380 80	698,195 00 698,195 00	9 96	69,814 20 69,814 20

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
34.325 000 PROGRESSIVE CORP/THE 743315103	21 1000 21 1000	513,896 07 513,896 07	724,257 50 724,257 50	10 33	210,361 43 210,361 43
2.750 000 UNITED PARCEL SERVICE INC 911312106	73 7300 73 7300	147,140 15 147,140 15	202,757 50 202,757 50	2 89	55,617 35 55,617 35
2.825 000 WATERS CORP 941848103	87 1200 87 1200	155,349 70 155,349 70	246,114 00 246,114 00	3 51	90,764 30 90,764 30
21.650 000 WELLS FARGO & CO 949746101	34 1800 34 1800	509,317 59 509,317 59	739,997 00 739,997 00	10 56	230,679 41 230,679 41
TOTAL U.S. DOLLAR EQUITY				100.00	2,179,242.63 2,179,242.63
TOTAL ASSETS EQUITY				100.00	2,179,242.63
TOTAL ASSETS				100.00	2,179,242.63

**BNY MELLON**

HS MANAGEMENT - B85F29530802

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2012

Shares/Par Security ID Description Link Ref		Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY						
U.S. DOLLAR						
2,225 000 ANHEUSER-BUSCH INBEV NV 03524A108 ADR		87 4100 87 4100	122,290 23 122,290 23	194,487 25 194,487 25	2 58	72,197 02 72,197 02
1,465 000 BLACKROCK INC 09247X101		206 7100 206 7100	251,578 34 251,578 34	302,830 15 302,830 15	4 01	51,251 81 51,251 81
6,275 000 CHEESECAKE FACTORY INC/THE 163072101		32 7100 32 7100	195,078 63 195,078 63	205,255 25 205,255 25	2 72	10,176 62 10,176 62
7,025 000 COACH INC 189754104		55 5100 55 5100	394,407 32 394,407 32	389,957 75 389,957 75	5 17	-4,449 57 -4,449 57
1,550 000 DIAGEO PLC 25243Q205 ADR		116 5800 116 5800	114,562 44 114,562 44	180,699 00 180,699 00	2 40	66,136 56 66,136 56
7,677 000 WALT DISNEY CO/THE 254687106		49 7900 49 7900	291,627 74 291,627 74	382,237 83 382,237 83	5 07	90,610 09 90,610 09
7,725 000 DOMINO'S PIZZA INC 25754A201		43 5500 43 5500	247,263 52 247,263 52	336,423 75 336,423 75	4 46	89,160 23 89,160 23
7,775 000 DR PEPPER SNAPPLE GROUP INC 26138E109		44 1800 44 1800	311,383 24 311,383 24	343,499 50 343,499 50	4 55	32,116 26 32,116 26
4,185 000 DUNKIN' BRANDS GROUP INC 265504100		33 1800 33 1800	125,853 64 125,853 64	138,858 30 138,858 30	1 84	13,004 66 13,004 66



12/31/2012

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
6.625 000 EBAY INC 278642103	50 9980 50 9980	198,967 20 198,967 20	337,861 75 337,861 75	4 48	138,894 55 138,894 55
560 000 GOOGLE INC 38259P508	707 3800 707 3800	337,109 62 337,109 62	396,132 80 396,132 80	5 25	59,023 18 59,023 18
6.125 000 KELLOGG CO 487836108	55 8500 55 8500	309,576 00 309,576 00	342,081 25 342,081 25	4 53	32,505 25 32,505 25
4.147 000 LOWE'S COS INC 548661107	35 5200 35 5200	111,446 85 111,446 85	147,301 44 147,301 44	1 95	35,854 59 35,854 59
10.350 000 MACY'S INC 55616P104	39 0200 39 0200	372,675 26 372,675 26	403,857 00 403,857 00	5 35	31,181 74 31,181 74
3.150 000 MCDONALD'S CORP 580135101	88 2100 88 2100	289,555 76 289,555 76	277,861 50 277,861 50	3 68	-11,694 26 -11,694 26
4.525 000 MCGRAW-HILL COS INC/THE 580645109	54 6700 54 6700	211,923 46 211,923 46	247,381 75 247,381 75	3 28	35,458 29 35,458 29
14.650 000 MICROSOFT CORP 594918104	26 7100 26 7100	435,507 25 435,507 25	391,301 50 391,301 50	5 19	-44,205 75 -44,205 75
3.975 000 NESTLE SA 641069406 ADR	65 1120 65 1120	196,771 48 196,771 48	258,820 20 258,820 20	3 43	62,048 72 62,048 72
2.700 000 NIKE INC 654106103	51 6000 51 6000	123,422 69 123,422 69	139,320 00 139,320 00	1 85	15,897 31 15,897 31



12/31/2012

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
6,675 000 SCRIPPS NETWORKS INTERACTIVE I 811065101	57 9200 57 9200	293,285 22 293,285 22	386,616 00 386,616 00	5 13	93,330 78 93,330 78
6,225 000 TARGET CORP 87612E106	59 1700 59 1700	337,993 98 337,993 98	368,333 25 368,333 25	4 88	30,339 27 30,339 27
2,100 000 3M CO 88579Y101	92 8500 92 8500	192,809 01 192,809 01	194,985 00 194,985 00	2 58	2,175 99 2,175 99
11,091 000 TIME WARNER INC 887317303	47 8300 47 8300	379,310 21 379,310 21	530,482 53 530,482 53	7 03	151,172 32 151,172 32
7,650 000 WILLIAMS-SONOMA INC 969904101	43 7700 43 7700	275,798 34 275,798 34	334,840 50 334,840 50	4 44	59,042 16 59,042 16
10,200 000 NIELSEN HOLDINGS N V N63218106	30 5900 30 5900	276,471 94 276,471 94	312,018 00 312,018 00	4 14	35,546 06 35,546 06
TOTAL U.S. DOLLAR EQUITY				100.00	1,146,773.88 1,146,773.88
TOTAL ASSETS EQUITY				100.00	1,146,773.88
TOTAL ASSETS				100.00	1,146,773.88



BNY MELLON

VAN ECK GOLD - B85F29531802

Asset Detail - By Asset type

12/31/2012

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY					
U.S. DOLLAR					
152.674 926 VAN ECK INTERNATIONAL INVESTOR	20 6700	3,606,871 08	3,155,790 72		-451,080 36
921075420	20 6700	3,606,871 08	3,155,790 72	100 00	-451,080 36

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY U.S. DOLLAR 201,533 842 LONGLEAF PARTNERS SMALL-CAP FU 543069207	28 8800	5,188,624 60	5,820,297 36	100 00	631,672 76
	28 8800	5,188,624 60	5,820,297 36		631,672 76



BNY MELLON
EII INTL PROPERTY - B85F29508002

Asset Detail - By Asset type

12/31/2012

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY					
U.S. DOLLAR					
414,421 561 EII GLOBAL PROPERTY FUND/UNITE	16 9800	5,050,415 65	7,036,878 11		1,986,462 46
26852M204	16 9800	5,050,415 65	7,036,878 11	100 00	1,986,462 46



BNY MELLON

T.R. NAT RESOURCES - B85F29508102

Asset Detail - By Asset type

12/31/2012

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY					
U.S. DOLLAR					
105,252 964 T ROWE PRICE NEW ERA FUND	41 9100	3,366,690 56	4,411,151 72		1,044,461 16
779559103	41 9100	3,366,690 56	4,411,151 72	100 00	1,044,461 16

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
EQUITY					
U.S. DOLLAR					
13,512 000 ACTIVISION BLIZZARD INC 00507V109	10 6200 10 6200	153,663 35 153,663 35	143,497 44 143,497 44	1 79	-10,165 91 -10,165 91
2,057 000 ANADARKO PETROLEUM CORP 032511107	74 3100 74 3100	144,544 13 144,544 13	152,855 67 152,855 67	1 90	8,311 54 8,311 54
2,549 000 BIO-RAD LABORATORIES INC 090572207	105 0500 105 0500	249,902 63 249,902 63	267,772 45 267,772 45	3 33	17,869 82 17,869 82
7,033 000 BRIGGS & STRATTON CORP 109043109	21 0800 21 0800	116,256 35 116,256 35	148,255 64 148,255 64	1 84	31,999 29 31,999 29
4,271 000 CIGNA CORPORATION COM 125509109	53 4600 53 4600	186,607 88 186,607 88	228,327 66 228,327 66	2 84	41,719 78 41,719 78
7,278 000 CIT GROUP INC 125581801	38 6400 38 6400	281,111 78 281,111 78	281,221 92 281,221 92	3 50	110 14 110 14
6,290 000 CSX CORP 126408103	19 7300 19 7300	125,763 41 125,763 41	124,101 70 124,101 70	1 54	-1,661 71 -1,661 71
6,780 000 CITIGROUP INC 172967424	39 5600 39 5600	247,658 70 247,658 70	268,216 80 268,216 80	3 34	20,558 10 20,558 10
19,970 000 CORNING INC 219350105	12 6200 12 6200	260,305 51 260,305 51	252,021 40 252,021 40	3 14	-8,284 11 -8,284 11



12/31/2012

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
2,370 000 E! DU PONT DE NEMOURS & CO 263534109	44 9790 44 9790	106,642 86 106,642 86	106,600 23 106,600 23	1 33	-42 63 -42 63
8,179 000 EMC CORP/MA 268648102	25 3000 25 3000	200,262 62 200,262 62	206,928 70 206,928 70	2 58	6,666 08 6,666 08
8,274 000 ENDO HEALTH SOLUTIONS INC 29264F205	26 2300 26 2300	229,280 44 229,280 44	217,027 02 217,027 02	2 70	-12,253 42 -12,253 42
14,410 000 EXELIS INC 30162A108	11 2700 11 2700	143,231 87 143,231 87	162,400 70 162,400 70	2 02	19,168 83 19,168 83
8,214 000 HALLIBURTON CO 406216101	34 6900 34 6900	246,861 70 246,861 70	284,943 66 284,943 66	3 55	38,081 96 38,081 96
5,875 000 INTEL CORP 458140100	20 6200 20 6200	117,417 79 117,417 79	121,142 50 121,142 50	1 51	3,724 71 3,724 71
9,498 000 JPMORGAN CHASE & CO 46625H100	43 9690 43 9690	373,177 62 373,177 62	417,617 56 417,617 56	5 20	44,439 94 44,439 94
10,809 000 MACY'S INC 55616P104	39 0200 39 0200	381,783 26 381,783 26	421,767 18 421,767 18	5 25	39,983 92 39,983 92
9,783 000 MEDTRONIC INC 585055106	41 0200 41 0200	383,875 24 383,875 24	401,298 66 401,298 66	4 99	17,423 42 17,423 42
5,528 000 MERCK & CO INC 58933Y105	40 9400 40 9400	197,203 09 197,203 09	226,316 32 226,316 32	2 82	29,113 23 29,113 23



BNY MELLON
LEVIN CAPITAL - B85F29531702

Asset Detail - By Asset type

12/31/2012

Report ID : IACS0005

Base Currency : USD

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
8.860 000 METLIFE INC 59156R108	32 9400 32 9400	353,422 35 353,422 35	291,848 40 291,848 40	3 63	-61,573 95 -61,573 95
8.357 000 MICROSOFT CORP 594918104	26 7100 26 7100	236,400 23 236,400 23	223,215 47 223,215 47	2 78	-13,184 76 -13,184 76
6.197 000 MOLSON COORS BREWING CO 60871R209	42 7900 42 7900	262,097 86 262,097 86	265,169 63 265,169 63	3 30	3,071 77 3,071 77
3.294 000 OCCIDENTAL PETROLEUM CORP 674599105	76 6100 76 6100	268,420 76 268,420 76	252,353 34 252,353 34	3 14	-16,067 42 -16,067 42
7.479 000 PG&E CORP 69331C108	40 1800 40 1800	309,597 30 309,597 30	300,506 22 300,506 22	3 74	-9,091 08 -9,091 08
1.180 000 PEPSICO INC 713448108	68 4300 68 4300	82,799 32 82,799 32	80,747 40 80,747 40	1 00	-2,051 92 -2,051 92
19.470 000 PFIZER INC 717081103	25 0790 25 0790	413,982 28 413,982 28	488,288 13 488,288 13	6 08	74,305 85 74,305 85
3.510 000 PROCTER & GAMBLE CO/THE 742718109	67 8900 67 8900	238,624 08 238,624 08	238,293 90 238,293 90	2 97	-330 18 -330 18
2.020 000 QUALCOMM INC 747525103	61 8600 61 8600	127,927 76 127,927 76	124,957 20 124,957 20	1 56	-2,970 56 -2,970 56
2.315 000 ROCKWELL AUTOMATION INC 773903109	83 9900 83 9900	165,764 80 165,764 80	194,436 85 194,436 85	2 42	28,672 05 28,672 05



12/31/2012

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
4,090 000 TARGET CORP 87612E108	59 1700 59 1700	227,706 16 227,706 16	242,005 30 242,005 30	3 01	14,299 14 14,299 14
8,166 000 VERIZON COMMUNICATIONS INC 92343V104	43 2700 43 2700	311,498 98 311,498 98	353,342 82 353,342 82	4 40	41,843 84 41,843 84
10,116 000 EATON CORP PLC G29183103	54 1800 54 1800	520,880 37 520,880 37	548,084 88 548,084 88	6 82	27,204 51 27,204 51
TOTAL U.S. DOLLAR EQUITY					370,890.27 370,890.27
TOTAL ASSETS EQUITY					370,890.27 370,890.27
TOTAL ASSETS					370,890.27 370,890.27



BNY MELLON
STANDISH MELLON - B85F29508402

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

12/31/2012

Status : FINAL

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
FIXED INCOME SECURITIES					
U.S. DOLLAR					
65,000 000 U S TREASURY BOND 912810EG9 8 750% 08/15/2020 DD 08/15/90	154 8130 154 8130	101,360 03 101,360 03	100,628 45 100,628 45	0 43	-731 58 -731 58
97,000 000 U S TREASURY BOND 912810EH7 7 875% 02/15/2021 DD 02/15/91	150 5000 150 5000	145,013 95 145,013 95	145,985 00 145,985 00	0 63	971 05 971 05
100,000 000 U S TREASURY BOND 912810EJ3 8 125% 05/15/2021 DD 05/15/91	153 4690 153 4690	149,769 45 149,769 45	153,469 00 153,469 00	0 66	3,699 55 3,699 55
875,000 000 U S TREASURY BOND 912810EK0 8 125% 08/15/2021 DD 08/15/91	154 5230 154 5230	1,348,781 67 1,348,781 67	1,352,076 25 1,352,076 25	5 79	3,294 58 3,294 58
155,000 000 U S TREASURY BOND 912810EL8 8 000% 11/15/2021 DD 11/15/91	154 4140 154 4140	231,211 44 231,211 44	239,341 70 239,341 70	1 03	8,130 26 8,130 26
35,000 000 U S TREASURY BOND 912810EM6 7 250% 08/15/2022 DD 08/15/92	150 5390 150 5390	53,245 87 53,245 87	52,688 65 52,688 65	0 23	-557 22 -557 22
1,174,000 000 U S TREASURY NOTE 912828MP2 3 625% 02/15/2020 DD 02/15/10	116 8440 116 8440	1,227,296 51 1,227,296 51	1,371,748 56 1,371,748 56	5 88	144,452 05 144,452 05
1,558,000 000 U S TREASURY NOTE 912828ND8 3 500% 05/15/2020 DD 05/15/10	116 1020 116 1020	1,660,090 50 1,660,090 50	1,808,869 16 1,808,869 16	7 75	148,778 66 148,778 66
1,569,000 000 U S TREASURY NOTE 912828NT3 2 625% 08/15/2020 DD 08/15/10	109 8130 109 8130	1,548,757 15 1,548,757 15	1,722,965 97 1,722,965 97	7 38	174,208 82 174,208 82



BNY MELLON
STANDISH MELLON - B85F29508402

Asset Detail - By Asset type

Report ID : IACS0005

Base Currency : USD

Status : FINAL

12/31/2012

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
2,046,000 000 U S TREASURY NOTE 912828PC8 2 625% 11/15/2020 DD 11/15/10	109 7500 109 7500	1,947,049 51 1,947,049 51	2,245,485 00 2,245,485 00	9 62	298,435 49 298,435 49
1,743,000 000 U S TREASURY NOTE 912828PX2 3 625% 02/15/2021 DD 02/15/11	117 3830 117 3830	1,848,509 36 1,848,509 36	2,045,985 69 2,045,985 69	8 77	197,476 33 197,476 33
1,362,000 000 U S TREASURY NOTE 912828QN3 3 125% 05/15/2021 DD 05/15/11	113 3980 113 3980	1,397,707 73 1,397,707 73	1,544,480 76 1,544,480 76	6 62	146,773 03 146,773 03
1,590,000 000 U S TREASURY NOTE 912828RC6 2 125% 08/15/2021 DD 08/15/11	105 1250 105 1250	1,604,772 67 1,604,772 67	1,671,487 50 1,671,487 50	7 16	66,714 83 66,714 83
2,165,000 000 U S TREASURY NOTE 912828RF3 2 000% 11/15/2021 DD 11/15/11	103 7890 103 7890	2,177,092 99 2,177,092 99	2,247,031 85 2,247,031 85	9 63	69,938 86 69,938 86
2,170,000 000 U S TREASURY NOTE 912828SF8 2.000% 02/15/2022 DD 02/15/12	103 4140 103 4140	2,182,084 94 2,182,084 94	2,244,083 80 2,244,083 80	9 62	61,998 86 61,998 86
2,405,000 000 U S TREASURY NOTE 912828SV3 1 750% 05/15/2022 DD 05/15/12	100 8670 100 8670	2,446,407 96 2,446,407 96	2,425,851 35 2,425,851 35	10 39	-20,556 61 -20,556 61
1,980,000 000 U S TREASURY NOTE 912828TJ9 1 625% 08/15/2022 DD 08/15/12	99 3440 99 3440	1,984,680 51 1,984,680 51	1,967,011 20 1,967,011 20	8 43	-17,669 31 -17,669 31
TOTAL U.S. DOLLAR FIXED INCOME SECURITIES					1,285,357.65 1,285,357.65
TOTAL ASSETS FIXED INCOME SECURITIES					1,285,357.65 1,285,357.65
TOTAL ASSETS					1,285,357.65 1,285,357.65

Shares/Par Security ID Description Link Ref	Price Local/Base	Cost Local/Base	Market Value Local/Base	Percent Of Total	Net Unrealized Gain/Loss Local/Base
FUTURES CONTRACTS					
U.S. DOLLAR					
55 000 US 2YR TREAS NTS FUT (CBT) 99F217C3A EXP MAR 13	110 2344 110 2344	0 00 0 00	2,570 34 2,570 34	194 30	2,570 34 2,570 34
62 000 S&P 500 EMINI INDEX FUT (CME) 99F295C3C EXP MAR 13	1,420 1000 1,420 1000	0 00 0 00	-4,252 50 -4,252 50	-321 47	-4,252 50 -4,252 50
13 000 MSCI EAFE INDEX FUTURE (NYL) 99F734C3X EXP MAR 13	1,620 3000 1,620 3000	0 00 0 00	3,005 00 3,005 00	227 16	3,005 00 3,005 00
TOTAL U.S. DOLLAR FUTURES CONTRACTS		0.00 0.00	1,322.84 1,322.84	100.00	1,322.84 1,322.84
TOTAL ASSETS FUTURES CONTRACTS		0.00	1,322.84	100.00	1,322.84
TOTAL ASSETS		0.00	1,322.84	100.00	1,322.84

Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by

Name

Telephone

Function

Date / /

Part I Power of Attorney

Caution: A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7

Taxpayer name and address

Nina Mason Pulliam Charitable Trust
135 N. Pennsylvania Street, Suite 1200
Indianapolis, IN 46204

Taxpayer identification number(s)

35-6644088

Daytime telephone number

(317) 231-6075

Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact

2 Representative(s) must sign and date this form on page 2, Part II

Name and address

Harriet M. Ivey, President and CEO
135 N. Pennsylvania Street, Suite 1200
Indianapolis, IN 46204

CAF No

PTIN

Telephone No

(317) 231-6075

Fax No

(317) 231-9208

Check if to be sent notices and communications ☒

Check if new Address ☐

Telephone No ☐

Fax No ☐

Name and address

Robert L. Lowry
135 N. Pennsylvania Street, Suite 1200
Indianapolis, IN 46204

CAF No

PTIN

Telephone No

(317) 231-6075

Fax No

(317) 231-9208

Check if to be sent notices and communications ☒

Check if new Address ☐

Telephone No ☐

Fax No ☐

Name and address

CAF No

PTIN

Telephone No

Fax No

Check if new Address ☐

Telephone No ☐

Fax No ☐

to represent the taxpayer before the Internal Revenue Service for the following matters

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
Excise, income and related returns	Form 990-PF and related Form 990-T and related	2011, 2012, 2013, 2014

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific Uses Not Recorded on CAF ☐

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns.

☐ Disclosure to third parties, ☐ Substitute or add representative(s); ☐ Signing a return, _____

☐ Other acts authorized _____

(see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney _____

- 6 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

- 7 Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.**

Kent E. Agness
Signature

8/2, 2012
Date

Trustee

Title (if applicable)

Kent E. Agness - Trustee

Nina Mason Pulliam Charitable Trust

Print Name

☐☐☐☐☐

PIN Number

Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, I declare that

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service,
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service,
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there, and
- I am one of the following
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below
 - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230
 - d Officer—a bona fide officer of the taxpayer's organization
 - e Full-Time Employee—a full-time employee of the taxpayer
 - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister)
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10 3(d) of Circular 230)
 - h Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10 4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10 3(e))

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE.** See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation— Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable) See instructions for Part II for more information	Signature	Date
e	Indiana		<i>Thom. Key</i>	10/17/12
e	Indiana		<i>Robert L. Loeung</i>	10/2/2012

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Nina Mason Pulliam Charitable Trust	35-6644088
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	135 N. Pennsylvania St. Suite 1200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Indianapolis, IN 46204	

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

0 4

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

- The books are in the care of ► Nina Mason Pulliam Charitable Trust

Telephone No. ► (317) 231-6075 FAX No ► (317) 231-9208

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 20 12 or

► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	360,000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	247,500
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	112,500

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No 27916D

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Nina Mason Pulliam Charitable Trust	35-6644088
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
File by the due date for filing your return. See instructions	135 N. Pennsylvania St., Suite 1200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Indianapolis, IN 46204	

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

0 4

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

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

- The books are in the care of ☒ Nina Mason Pulliam Charitable Trust
Telephone No ☒ 317-231-6075 FAX No ☒ 317-231-9208
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until November 15, 20 13
- 5 For calendar year 2012, or other tax year beginning 20, and ending 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension Additional time needed to gather information vital to the completion and accuracy of the tax return

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	360,000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	382,595
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	None

Signature and Verification must be completed for Part II only.

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

Signature Robert L. Leary Title Executive VP & CFO Date 7/22/2013