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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning

, 2012, and ending

, 20

B Check if applicable:	C Name of organization Nuckolls County Foundation, Inc.		D Employer identification number 47-0637939
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change	Number and street (or P.O. box if mail is not delivered to street address)		E Telephone number 402-879-3251
<input type="checkbox"/> Initial return	145 East 4th Street		
<input type="checkbox"/> Terminated	City, town or post office, state, and ZIP code		
<input type="checkbox"/> Amended return	Superior, NE 68978		G Gross receipts \$ 358,609.96
<input type="checkbox"/> Application pending	F Name and address of principal officer: Lots Sullivan 349 Road 3550, Superior, NE 68978		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527H(b) Are all affiliates included? Yes No
If "No," attach a list. (see instructions)

J Website: ►

H(c) Group exemption number ►

K Form of organization: Corporation Trust Association Other ►L Year of formation: **1981**M State of legal domicile: **NE**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: The organization is a community foundation which supports governments, schools or charitable activities in Nuckolls County, Nebraska. The organization makes loans and scholarship grants to individuals for higher education		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	3	12
3 Number of voting members of the governing body (Part VI, line 1a)	4	12	
4 Number of independent voting members of the governing body (Part VI, line 1b)	5	0	
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	6	0	
6 Total number of volunteers (estimate if necessary)	7a	0.00	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7b	0.00	
b Net unrelated business taxable income from Form 990-T, line 34			
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	31,771.63	347,660.28
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	14,558.00	10,949.68	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	48,104.62	358,609.96	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	10,789.00	242,327.21
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<input type="checkbox"/> 500.00	600.00	
16a Professional fundraising fees (Part IX, column (A), line 11a)	<input type="checkbox"/> 1,657.63	2,040.24	
b Total fundraising expenses (Part IX, column (D), line 25)	<input type="checkbox"/> 12,948.63	244,967.45	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)			
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	35,157.99	113,842.51	
19 Revenue less expenses. Subtract line 18 from line 12			
Net Assets or Fund Balances	Beginning of Current Year	End of Year	
	20 Total assets (Part X, line 16)	757,867.68	871,510.19
21 Total liabilities (Part X, line 26)			
22 Net assets or fund balances. Subtract line 21 from line 20	757,867.68	871,510.19	

Part II Signature Block

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

Sign Here	<i>Eleanor R. Stiles</i> Signature of officer	<i>Eleanor R. Stiles, Vice-President</i> Type or print name and title	08/12/13 Date
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Paid Preparer Use Only	Print/Type preparer's name Michael L. Johnson	Preparer's signature <i>MLJ</i>	Date 08/12/13	Check <input type="checkbox"/> if self-employed	PTIN 47-0387268
	Firm's name ► Leininger, Smith Law Firm		Firm's EIN ►	47-0387268	
	Firm's address ► 145 East 4th Street, Superior, NE 68978		Phone no.	402-879-3251	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form 990 (2012)

G17 10

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

The organization is a community foundation which supports governments, schools and charitable activities in Nuckolls County, Nebraska. The organization makes loan and scholarship grants to individuals for higher education.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any programs or services?

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$ 220,000 00) (Revenue \$)

Funds donated for renovation of city auditorium in the City of Superior, Nebraska, which is a municipality and governmental entity. Funds to benefit the general public.

4b (Code.) (Expenses \$ including grants of \$ 14,900.00) (Revenue \$)

Funds donated for scholarship purposes **Scholarship recipients are from the general public.**

4c (Code:) (Expenses \$ including grants of \$ 4,915.02) (Revenue \$)

Funds donated for improvements at track facility at Superior High School, Superior, Nebraska. Funds to benefit the general public.

4d Other program services (Describe in Schedule O.)

(Expenses \$ 2,512.19) (Revenue \$ 2,512.19)

4e Total program service expenses ► 242,372.21

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14 a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	✓	
2	✓	
3		✓
4		✓
5		✓
6		✓
7		✓
8		✓
9		✓
10		✓
11a		✓
11b		✓
11c		✓
11d	✓	
11e		✓
11f		✓
12a		✓
12b		✓
13		✓
14a		✓
14b		✓
15		✓
16		✓
17		✓
18		✓
19		✓
20a		✓
20b		✓

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III

23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I

26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):

a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O

	Yes	No
21	✓	
22	✓	
23	✓	
24a	✓	
24b	✓	
24c	✓	
24d	✓	
25a	✓	
25b	✓	
26	✓	
27	✓	
28a	✓	
28b	✓	
28c	✓	
29	✓	
30	✓	
31	✓	
32	✓	
33	✓	
34	✓	
35a	✓	
35b	✓	
36	✓	
37	✓	
38	✓	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable **1a** **0.00**

b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable **1b** **0.00**

c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? **1c**

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return **2a**

b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **2b**

Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)

3a Did the organization have unrelated business gross income of \$1,000 or more during the year? **3a**

b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? **4a**

b If "Yes," enter the name of the foreign country: ►
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? **5a**

b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? **5b**

c If "Yes" to line 5a or 5b, did the organization file Form 8886-T? **5c**

6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? **6a**

b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? **6b**

7 **Organizations that may receive deductible contributions under section 170(c).**

a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? **7a**

b If "Yes," did the organization notify the donor of the value of the goods or services provided? **7b**

c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? **7c**

d If "Yes," indicate the number of Forms 8282 filed during the year **7d**

e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? **7e**

f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **7f**

g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? **7g**

h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? **7h**

8 **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

9 **Sponsoring organizations maintaining donor advised funds.**

a Did the organization make any taxable distributions under section 4966?

b Did the organization make a distribution to a donor, donor advisor, or related person?

10 **Section 501(c)(7) organizations.** Enter:

a Initiation fees and capital contributions included on Part VIII, line 12 **10a**

b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities **10b**

11 **Section 501(c)(12) organizations.** Enter:

a Gross income from members or shareholders **11a**

b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) **11b**

12a **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041? **12a**

b If "Yes," enter the amount of tax-exempt interest received or accrued during the year **12b**

13 **Section 501(c)(29) qualified nonprofit health insurance issuers.**

a Is the organization licensed to issue qualified health plans in more than one state?

Note. See the instructions for additional information the organization must report on Schedule O.

b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans **13b**

c Enter the amount of reserves on hand **13c**

14a Did the organization receive any payments for indoor tanning services during the tax year? **14a**

b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O **14b**

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year. **1a** 12
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

1b Enter the number of voting members included in line 1a, above, who are independent. **1b** 12

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? **2**

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? **3**

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? **4**

5 Did the organization become aware during the year of a significant diversion of the organization's assets? **5**

6 Did the organization have members or stockholders? **6**

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? **7a**

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? **7b**

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
a The governing body? **8a**
b Each committee with authority to act on behalf of the governing body? **8b**

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O. **9**

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

10a Did the organization have local chapters, branches, or affiliates? **10a**
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? **10b**

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? **11a**
b Describe in Schedule O the process, if any, used by the organization to review this Form 990. **12a**

12a Did the organization have a written conflict of interest policy? If "No," go to line 13. **12b**
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? **12c**
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done. **13**

13 Did the organization have a written whistleblower policy? **14**

14 Did the organization have a written document retention and destruction policy? **15**

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?
a The organization's CEO, Executive Director, or top management official **15a**
b Other officers or key employees of the organization **15b**
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? **16a**
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? **16b**

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **Nebraska, Kansas**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **Michael L. Johnson, 145 East 4th Street, Superior, NE 68978 (402) 879-3251**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Officer	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(1) Lois Sullivan, President/Director	3	✓			✓		✓		600.00	
(2) Eleanor Stiles, Vice-President/Director	1	✓			✓				0.00	
(3) Wayne Garrison, Secretary/Treasurer/Director	1	✓			✓				0.00	
(4) Allen Ostdiek, Director	1	✓			✓				0.00	
(5) Brad Worman, Director	1	✓			✓				0.00	
(6) Keith Roe, Director	1	✓			✓				0.00	
(7) William Blauvelt, Director	1	✓			✓				0.00	
(8) Tom Jensen, Director	1	✓			✓				0.00	
(9) Darwin Valentine, Director	1	✓			✓				0.00	
(10) Evelyn Thompson, Director	1	✓			✓				0.00	
(11) Linda Eggers, Director	1	✓			✓				0.00	
(12) Anna Hawley, Director	1	✓			✓				0.00	
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15)									
(16)									
(17)									
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
1b Sub-total							►	600.00	
c Total from continuation sheets to Part VII, Section A							►		
d Total (add lines 1b and 1c)							►	600.00	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Yes	No
3	✓
4	✓
5	✓

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►		

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII.

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	1b Membership dues	1b				
	1c Fundraising events	1c				
	1d Related organizations	1d				
	1e Government grants (contributions)	1e 185,000.00				
	1f All other contributions, gifts, grants, and similar amounts not included above	1f 162,660.28				
	g Noncash contributions included in lines 1a-1f: \$					
h Total. Add lines 1a-1f ►	347,660.28					
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	g Total. Add lines 2a-2f ►					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ►	10,949.68	10,949.68			
	4 Income from investment of tax-exempt bond proceeds ►					
	5 Royalties ►					
	6a Gross rents	(i) Real	(ii) Personal			
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ►					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ►					
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 a					
b Less: direct expenses b						
c Net income or (loss) from fundraising events . . . ►						
9a Gross income from gaming activities. See Part IV, line 19 a						
b Less: direct expenses b						
c Net income or (loss) from gaming activities . . . ►						
10a Gross sales of inventory, less returns and allowances a						
b Less: cost of goods sold b						
c Net income or (loss) from sales of inventory . . . ►						
Miscellaneous Revenue	Business Code					
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d ►						
12 Total revenue. See instructions. ►	358,609.96	358,609.96				

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	227,427.21	227,427.21		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	14,900.00	14,900.00		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	600.00		600.00	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management	965.00		965.00	
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Miscellaneous	1,075.24		1,075.24	
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e				
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	244,967.45	242,327.21	2,640.24	

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	645,112.73	1 764,212.79
	2 Savings and temporary cash investments	2	
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a	
	b Less: accumulated depreciation	10b	10c
	11 Investments—publicly traded securities	11	
	12 Investments—other securities. See Part IV, line 11	12	
	13 Investments—program-related. See Part IV, line 11	13	
	14 Intangible assets	14	
Liabilities	15 Other assets. See Part IV, line 11	112,7554.95	15 107,297.40
	16 Total assets. Add lines 1 through 15 (must equal line 34)	757,867.98	16 871,510.19
	17 Accounts payable and accrued expenses	17	
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
Net Assets or Fund Balances	21 Escrow or custodial account liability. Complete Part IV of Schedule D	21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	25	
	26 Total liabilities. Add lines 17 through 25	0 00	26 0.00
Organizations that follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
757,867.68			
27 Unrestricted net assets			
28 Temporarily restricted net assets			
29 Permanently restricted net assets			
Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
30 Capital stock or trust principal, or current funds			
31 Paid-in or capital surplus, or land, building, or equipment fund			
32 Retained earnings, endowment, accumulated income, or other funds			
33 Total net assets or fund balances			
34 Total liabilities and net assets/fund balances			

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	358,609.96
2	Total expenses (must equal Part IX, column (A), line 25)	2	244,327.21
3	Revenue less expenses. Subtract line 2 from line 1	3	113,642.51
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	757,867.68
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	871,510.19

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990: Cash Accrual Other
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . .
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant? . . .
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a	✓	
2b	✓	
2c		
3a	✓	
3b		

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

2012

Open to Public
Inspection

Name of the organization

Nuckolls County Foundation, Inc.

Employer identification number

47-0637939

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Non-functionally integrated
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 - h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?	(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?	(vii) Amount of monetary support
				Yes	No		
(A)							
(B)							
(C)							
(D)							
(E)							
Total							

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	26,809.91	57,156.66	33,546.66	31,771.63	358,609.96	507,894.82
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	26,809.91	57,156.66	33,546.66	31,771.63	358,609.96	507,894.82
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0 00
6 Public support. Subtract line 5 from line 4.						507,894.82

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	26,809.91	57,156.66	33,546.66	31,771.63	358,609.96	507,894.82
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	21,508.82	17,984.71	14,558.06	12,923.66	10,949.68	77,924.93
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						585,819.75
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	86.69 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	63.48 %
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . .						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . .						
5 The value of services or facilities furnished by a governmental unit to the organization without charge . . .						
6 Total. Add lines 1 through 5 . . .						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons .						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b . . .						
8 Public support (Subtract line 7c from line 6) . . .						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6 . . .						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . .						
c Add lines 10a and 10b . . .						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . .						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) . . .	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15 . . .	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) . . .	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17 . . .	18	%
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

Nuckolls County Foundation, Inc.

Employer identification number

47-0637939

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.		
	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.	
	Held at the End of the Tax Year
1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other _____
c <input type="checkbox"/> Preservation for future generations	

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %
 b Permanent endowment ► %
 c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by.

(i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Yes	No
3a(i)	
3a(ii)	
3b	

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c.)) ►

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Loans to students consistent with loan program of organization	107,297 40
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►		

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

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Part XIII Supplemental Information (continued)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

Name of the organization

Nuckolls County Foundation, Inc.

Employer identification number

47-0637939

Part III, Line 1

A total of \$14,900.00 was awarded as scholarships in 2012. Scholarships were made consistent with the provisions of the By-Laws, an excerpt of which is attached. Recipients are from Nuckolls County, Nebraska or Jewell County, Kansas. Use of the scholarships is for study at an accredited college or university. A loan program was established effective in 1992. A copy of the applicable minutes is attached. A total of \$32,000.00 was awarded as loans in 2012. Copies of application materials for loans are attached.

Part VI, Line 9

See attached list of directors.

Part VI, Line 19

Governing documents and financial statements of the organization are available for inspection at the office of the organization.

Name of the organization

Employer identification number

C. The Corporation may make scholarship grants to individuals. Grants to individuals shall comply with Regs. Section 53.4945-4, as promulgated by the Internal Revenue Service in that:

(1) All grants will be awarded on an objective and nondiscriminatory basis with the meaning of Regs. Section 53.4945.4(b);

(2) All grants shall be scholarships or fellowships excluded from gross income under Section 117(a) of the Internal Revenue Code of 1954 and is to be utilized for study at an educational institution described in Section 151(c)(4); and

(3) All grants shall be made pursuant to the following procedure:

(a) The Corporation shall notify the principal of each high school in Nuckolls County, Nebraska, and Jewell County, Kansas, of the availability of grants on or before September 1, of each year;

(b) The Corporation shall accept applications from high school seniors at high schools in Nuckolls County, Nebraska, and Jewell County, Kansas, until February 1 of each year.

(c) Recipients for grants will be selected on or before May 1 of each year. The following criteria will be considered in the selection of Recipients:

- (i) prior academic performance;
- (ii) performance on tests designed to measure ability and aptitude for college work;
- (iii) recommendations from instructors;
- (iv) financial need;
- (v) conclusions which the selection committee might draw from a personal interview as to the individual's motivation, character, ability and potential.

(d) There shall be no limitation as to the amount of any such grants. The full amount of any such grant, however, shall be for scholarships as defined in Regs. Section 1.117-3 and may include amounts for tuition, matriculation and other fees which are furnished or remitted to a student to aid him in pursuing his studies and accommodations. Accommodations shall include room, board, laundry service and similar services or accommodations which are received by an individual as part of a scholarship.

(e) Payments for tuition and accommodations mentioned in subparagraph (d) hereof shall be made directly to the educational institution by the Corporation whenever possible. Payments will be made directly to the recipient only when direct payment is not possible and after the recipient has provided adequate proof of such expenditures.

(f) Recipients of scholarship grants must provide the Corporation with an annual report of courses taken and grades received. Such report must be verified by the educational institution. A file will be maintained by the Corporation on each recipient including the original application, recommendation, a record of action taken on the application and reports on the recipient from the educational institution he attends.

(g) The Corporation shall investigate jeopardized grants within the meaning of Regs. Section 53.4945-4(c)(4).

(h) Scholarship grants may be renewed provided the recipient has furnished all reports required by the Corporation and the Corporation has no information that the original grant is being used for any other purpose than for which it is made.

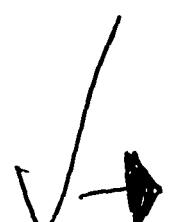
ARTICLE XIV

Component Funds

The Board of Directors may establish the following component parts of the total contributions to the Corporation:

Nuckolls County Foundation, Inc. - General Fund
Nuckolls County Foundation, Inc. - Superior Fund
Nuckolls County Foundation, Inc. - Nelson Fund
Nuckolls County Foundation, Inc. - Lawrence Fund
Nuckolls County Foundation, Inc. - Ruskin Fund
Nuckolls County Foundation, Inc. - Jewell County Fund

Any contribution to the Corporation which is not specifically designated as provided above shall be invested in the General Fund. Each contribution specifically designated as above shall be invested in the designated Fund. The Board of Directors may commingle the funds designated above for investment purposes but shall retain separate accounting records to reflect contributions and earnings and profits attributable to each Fund. The Board of Directors shall have no restrictions on the use of any Fund for any purpose other than otherwise designated herein. Any grant from the Corporation shall be allocated to reduce one or more Fund and such allocation shall be open to public inspection.



MINUTES IN LIEU OF SPECIAL MEETING OF
DIRECTORS OF
NUCKOLLS COUNTY FOUNDATION, INC.

We, the undersigned, being all of the Directors of Nuckolls County Foundation, Inc., a Nebraska Nonprofit Corporation, on this 4th day of May, 1992, do hereby meet, act and agree as follows:

1. We hereby waive any and all formal notice of this meeting and we hereby agree that these minutes when signed by each of us shall constitute the official acts of this special meeting of the Directors consistent with the provisions of NEB. REV. STAT. Section 21-1988 (1991). We hereby specifically waive any and all formal notice required by Article XI of the By-Laws of the Corporation regarding proposed amendments to the By-Laws of the Corporation and agree that this meeting shall be called for the purpose of amending the By-Laws of the Corporation.

2. As Directors of this Corporation we hereby unanimously amend Article XIII, Section C. of the By-Laws of the Corporation to read as follows:

C. The Corporation may make scholarship grants to individuals. Grants to individuals shall comply with Regs. Section 53.4945-4, as promulgated by the Internal Revenue Service. All scholarship grants, except for loans under Section D. of this Article XIII, shall be upon the following terms and conditions:

(1) All grants will be awarded on an objective and nondiscriminatory basis within the meaning of Regs. Section 53.4945-4(b);

(2) All grants shall be scholarships or fellowships excluded from gross income under Section 118(1) of the Internal Revenue Code and are to be utilized for study at an educational institution described in Section 151(c)(4); and

(3) All grants shall be made pursuant to the following procedure:

(a) The Corporation shall notify the principal of each high school in Nuckolls County, Nebraska, and Jewell County, Kansas, of the availability of grants on or before September 1, of each year;

(b) The Corporation shall accept applications from high school seniors at high schools in Nuckolls County, Nebraska, and Jewell County, Kansas, until February 1 of each year;

(c) Recipients for grants will be selected on or before May 1 of each year. The following criteria will be considered in the selection of Recipients:

- (i) prior academic performance;
- (ii) performance on tests designed to measure ability and aptitude for college work;
- (iii) recommendations from instructors;
- (iv) financial need;
- (v) conclusions which the selection committee might draw from a personal interview as to the individual's motivation, character, ability and potential.

(d) There shall be no limitation as to the amount of any such grants. The full amount of any such grant, however, shall be for scholarships as defined in Regs. Section 1.117-3 and may include amounts for tuition, matriculation and other fees which are furnished or remitted to a student to aid him in pursuing his studies and accommodations. Accommodations shall include room, board, laundry service and similar services or accommodations which are received by an individual as part of a scholarship.

(e) Payments for tuition and accommodations mentioned in subparagraph (d) hereof shall be made directly to the educational institution by the Corporation whenever possible. Payments will be made directly to the recipient only when direct payment is not possible and after the recipient has provided adequate proof of such expenditure.

(f) Recipients of scholarship grants must provide the Corporation with an annual report of courses taken and grades received. Such report must be verified by the educational institution. A file will be maintained by the Corporation on each recipient including the

original application, recommendation, a record of action taken on the application and reports on the recipient from the educational institution he attends.

(g) The Corporation shall investigate jeopardized grants within the meaning of Reg. Section 53.4945-4(c)(4).

(h) Scholarship grants may be renewed provided the recipient has furnished all reports required by the Corporation and the Corporation has no information that the original grant is being used for any other purpose than for which it is made.

3. As Directors of this Corporation we hereby unanimously amend Article XIII, of the By-Laws of the Corporation by adding Article XIV, Section D. as follows:

D. The Corporation may make loans to individuals for study at an accredited college or university. Loans to individuals shall comply with Regs. Section 53.4945-4, as promulgated by the Internal Revenue Service. All loans shall be upon the following terms and conditions:

(1) All loans shall be awarded on an objective and nondiscriminatory basis within the meaning of Regs. Section 53.4945-4(b);

(2) The purpose of the loans shall be to achieve a specific objective within the meaning of Section 4945(d)(3). All loans are to be utilized for study at an educational institution described in Section 151(c)(4) and Section 170(b)(1)(a)(ii). The purpose of the loans shall be to afford the recipient the opportunity to continue an education at an institution of higher learning solely for the personal benefit of the loan recipient.

(3) All loans shall be made pursuant to the following procedure:

(a) The Corporation shall accept applications for loans until July 1 of each year;

(b) The Corporation shall designate a selection committee to make selections of the loan recipients. All members of the selection committee shall be wholly separate from any

person making substantial contributions to the Corporation for loan purposes. Recipients for loans shall be selected on or before August 1 of each year.

(c) The following criteria will be considered in the selection of recipients:

- (i) prior academic performance;
- (ii) performance on tests designed to measure ability and aptitude for college work;
- (iii) recommendations from instructors and other persons not related to the potential loan recipient;
- (iv) financial need; and
- (v) conclusions which the selection committee might draw from a personal interview as to the individual's motivation, character, ability and potential.

(d) There shall be no limitation as to the amount of any such loans. The full amount of loans shall be used for tuition, matriculation and other fees which are furnished or remitted to a student to aid him in pursuing his studies and accommodations. Accommodations shall include room, board and laundry service;

(e) Loans shall be disbursed directly to an educational institution whenever possible. Loans shall be disbursed directly to the recipient only when direct payment is not possible and after the recipient has provided adequate proof of such expenditure.

(f) Loan recipients must provide the Corporation with an annual report of courses taken and grades received. Such report must be verified by the educational institution. A file will be maintained by the Corporation on each recipient, including the original application, recommendation, a record of action taken on the application and reports from the educational institution he attends.

(g) Loan recipients shall have the following qualifications:

- (i) Loan recipients shall be enrolled in an approved academic institution. The Corporation may require proof of enrollment from a loan recipient before proceeds of a loan are disbursed;
- (ii) Preference shall be given to students who are in need of financial assistance;
- (iii) Preference shall be given to students who are either
 - (A) Pursuing a bachelor's degree at an accredited college or university and have attained junior or senior status; or
 - (B) Pursuing a graduate or professional degree at an accredited college or university.
- (iv) Preference shall be given to residents of Nuckolls County, Nebraska or Jewell County, Kansas who have graduated from a high school located in Nuckolls County, Nebraska.
- (v) Loan recipients should be of such moral character, in the discretion of the Corporation, that he or she will likely repay the loan when financially able.

(h) Loan recipients are free to choose the schools and classes they attend. The courses of study for which loans are available shall not be limited to those that would be of particular benefit to the Corporation.

(4) The loans shall have the following characteristics:

- (a) The loans may be unsecured.

- (b) If a loan recipient is a minor, the Corporation may require the loan to be signed by the minor and one or more parents or guardians,
- (c) If the loan recipient is an adult, the Corporation may require the loan to be signed by one or more parents,
- (d) The amount of the interest rate for each loan shall be determined by the Corporation and may be significantly less than the applicable interest rate for commercial or personal loans in Superior, Nebraska,
- (e) The loans may provide that no interest shall accrue during such period that a student is pursuing a degree at an accredited college or university,
- (f) The loans may provide that the repayment of the loans shall not begin until a period of time after a student ceases study at a college or university,
- (g) The loan shall be repaid by the loan recipient over such period of time as determined by the Corporation not to exceed a period of ten (10) years,
- (h) The Corporation shall establish procedures in the event of the default of any loan, which shall include demand for payment and the commencement of proper legal procedures for the collection of the loan from the loan recipient and any parent or guardian, if applicable, in the event of default,
- (i) Loans may be made to students notwithstanding the fact that the students may not be considered good credit risks based on accepted banking practices because of the fact that the students are not engaged in full-time employment.

4. We hereby unanimously adopt the following resolutions:

"BE IT RESOLVED, that any amounts received from James B. Nichols shall be segregated in the James B. Nichols Fund.

BE IT FURTHER RESOLVED that any amounts in the James B. Nichols Fund shall be used primarily to make loans consistent with Section D. of Article XIII of the By-Laws of the Corporation. Amounts in the James B. Nichols Fund may also be used for operating expenses in regard to loans.

BE IT FURTHER RESOLVED that the applicable rate of interest for loans consistent with Section D. of Article XIII of the By-Laws of the Corporation shall be three percent (3%) per annum.

BE IT FURTHER RESOLVED that any loans consistent with Section D. of Article XIII of the By-Laws of the Corporation shall be in the minimum amount of Five Hundred and No/100 Dollars (\$500.00). There shall be an overall limit of Four Thousand and No/100 Dollars (\$4,000.00) per year for each student and Eight Thousand and No/100 Dollars (\$8,000.00) total for each student.

BE IT FURTHER RESOLVED that no interest shall accrue in regard to such loans during such period that a student in pursuing a degree in an accredited college or university.

BE IT FURTHER RESOLVED that the repayment of the loan shall not begin until the first day of the month after the student ceases study at a college or university.

BE IT FURTHER RESOLVED that the loan shall be paid, together with the applicable interest, in forty-eight (48) equal monthly installments;

BE IT FURTHER RESOLVED that the following persons are hereby selected to serve on the selection committee: Lois Sullivan
Wayne Garrison and Bernadine Karmazin.

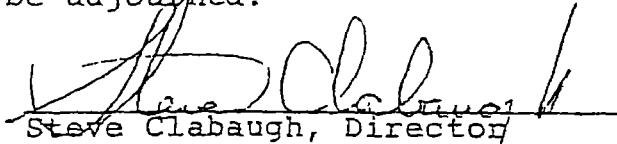
BE IT FURTHER RESOLVED that the Application for Loan attached hereto as Exhibit "A" and made a part hereof by reference is hereby approved.

BE IT FURTHER RESOLVED that the Loan Agreement attached hereto as Exhibit "B" and made a part hereof by reference is hereby approved.

BE IT FURTHER RESOLVED that the Promissory Note attached hereto as Exhibit "C" and made a part hereof by reference is hereby approved.

There being no further business to come before us as Directors, we hereby declare this meeting to be adjourned.


Glenn E. Nichols, Director


Steve Clabaugh, Director

Minutes in Lieu of Special
Meeting of Directors of
Nuckolls County Foundation, Inc.

May 4, 1992

Page Eight

W. Q. Blauvelt
William Blauvelt, Director

Edwin Schultz
Edwin Schultz, Director

Wayne Garrison
Wayne Garrison, Director

Keith Roe
Keith Roe, Director

Bernadine Karmazin
Bernadine Karmazin, Director

Marion Pedersen
Marion Pedersen, Director

Eleanor Stiles
Eleanor Stiles, Director

Lois Sullivan
Lois Sullivan, Director

Thomas Jensen
Thomas Jensen, Director

David Bowning
David Bowning, Director

MLJ29gg.4/par

NUCKOLLS COUNTY FOUNDATION, INC.
145 East Fourth Street
Superior, NE 68978

APPLICATION FOR LOAN
JAMES B. NICHOLS FUND

The Nuckolls County Foundation, Inc., a non-profit corporation organized and existing under the laws of the State of Nebraska has the discretion to make loans to individuals for study at an accredited college or university.

Loans are available because of the generosity of James B. Nichols.

Applications must be submitted, prior to July 1, to the following address:

Nuckolls County Foundation, Inc.
145 East 4th Street, P O Box 186
Superior, NE 68978

To submit an application, complete the following questions and submit same with the additional information requested.

1. Name _____ S.S. # _____
2. Address _____
3. Phone Number _____
4. High School Attended _____
5. Year of Graduation _____
6. Educational Institution that you are attending and grade level:
Educational Institution _____
Address _____
Grade Level _____
7. Course Major _____
8. Grade Average _____
9. Anticipated Graduation Date _____

10. Parents, Guardian or Spouse's name, address and telephone:

11. Requested Amount of Loan _____

12. Estimated costs of study:
Tuition, Fees and Charges _____
Room and Board _____
Miscellaneous _____

13. State generally what degree or degrees you plan to obtain and your general career plans.

14. What other sources of funds are available for study at a college or university?

15. What other factors should the selection committee consider in regard to your application (for example, extracurricular activities, jobs or hobbies to which you have devoted substantial time? Also, describe honors or awards that you have received. Use additional sheets if necessary.)

Loan recipient will be announced on or before August 1.

Signature of applicant

Date _____

LOAN AGREEMENT

I, _____, hereby accept a loan in the amount of _____ from the Nuckolls County Foundation, Inc., (hereinafter referred to as the "Foundation") 145 East 4th Street, Superior, NE 68978, and agree as follows:

- (1) That I will submit bills from an accredited college or university for tuition, books and accommodations directly to the Foundation. Accommodations shall primarily include room and board.
- (2) That the Foundation shall make payments for tuition, books and accommodations directly to the educational institution that I am attending. Payments will not be made directly to me.
- (3) That the loan is applicable for study at an accredited college or university for the _____ or _____ summer sessions or the _____ regular term.
- (4) That I will provide the Foundation with transcripts of courses taken and grades received upon my receipt for my study at an accredited college or university for the _____ or _____ summer session, if applicable, or the _____ regular term.
- (5) That I agree to execute the Promissory Note attached hereto as Exhibit "A" and made a part hereof by reference. Upon the request of the Foundation, the Promissory Note will be executed by myself and by one or more of my parents or guardians.
- (6) Repayment of the Promissory Note attached as Exhibit "A" shall begin at such time as designated in the sole discretion of the Foundation. I acknowledge that repayment shall typically begin on the first day of the month after I cease study at a college or university.

Dated this _____ day _____ 2008 .

THE NUCKOLLS COUNTY FOUNDATION, INC.

BY

Its President

PROMISSORY NOTE

\$

Superior, NE. _____, 2008

IN CONSIDERATION OF THE RECEIPT OF AND NO/100 DOLLARS () by , the undersigned (jointly and severally) promise(s) to pay to the NUCKOLLS COUNTY FOUNDATION, INC., a Nebraska Nonprofit Corporation, or order, the sum of and No/100 Dollars (), together with interest as hereinafter provided, upon the following terms and conditions.

This Promissory Note shall bear no interest until such time as designated in the sole discretion of Nuckolls County Foundation, Inc., or any legal holder. At such time as designated in the sole discretion of Nuckolls County Foundation, Inc. or any legal holder, the principal balance of hereunder, together with interest at the rate of three percent (3%) thereafter, shall be paid in () monthly installments of (\$) each until this Promissory Note is paid in full.

If there should be a default in the payment of any installment or any other obligation hereunder, any legal holder shall have the option, without notice or demand to the undersigned, to declare this Promissory Note immediately due and payable. After maturity of this Promissory Note, whether by acceleration or otherwise, it shall bear interest at the maximum legal rate.

The undersigned shall have the right to make advance payments of all or any portion of the unpaid principal balance at any time.

The undersigned hereby waive presentment, demand, notice of dishonor and protest.

(The undersigned acknowledge(s) that the Nuckolls County Foundation, Inc., in advancing the sum of and No/100 Dollars () to relied upon the promise of all the undersigned to jointly and severally satisfy the obligations under this Promissory Note.)

990
Nuckolls County Foundation, Inc.
47-0637939

Part V List of Officers and Directors

Name and Address	Title and Hours Per Week	Comp.	Cont.	Exp. Acct.
Lois Sullivan 349 Rd 3550 Superior, NE 68978	President and Director; 2.5 hrs	500.00	0.00	0.00
Eleanor Stiles 711 E. 10th Superior, NE 68978	Vice-President and Director; 2 hrs	0.00	0.00	0.00
Wayne Garrison 288 West 4th Nelson, NE 68961	Secretary-Treas. and Director; 2 hrs	0.00	0.00	0.00
Allen Ostdiek P.O. Box 188 Lawrence, NE 68957	Director 1 hr	0.00	0.00	0.00
Brad Worman 4015 Main Nelson, NE 68961	Director 1 hr	0.00	0.00	0.00
Keith Roe 225 W. Webster St. Mankato, Ks 66956	Director 1 hr	0.00	0.00	0.00
William Blauvelt 500 Commercial St. Superior, Ne 68978	Director 1 hr	0.00	0.00	0.00
Tom Jensen 24 S. Nevada Nelson, Ne 68961	Director 1 hr	0.00	0.00	0.00
Darwin Valentine 30431 Rd B Glenvil, NE 68941	Director 1 hr	0.00	0.00	0.00
Evelyn Thompson Rt. 1, Box 126 Guide Rock, NE 68942	Director 1 hr	0.00	0.00	0.00

Linda Eggers P.O. Box 21 Ruskin, NE 68974	Director 1 hr	0.00	0.00	0.00
Anna Hawley 3476 Road BC Superior, NE 68978	Director 1 hr	0.00	0.00	0.00