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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
EAGLE FOUNDATION

A Employer identification number
47-0773892

Number and street (or P O box number if mail is not delivered to street address)
1475 ROAD 105

Room/suite

B Telephone number (see instructions)
(308) 254-6627

City or town, state, and ZIP code
SIDNEY, NE 691624236

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 77,179,229

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,057,452	2,057,226		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	9,285,917			
	b	Gross sales price for all assets on line 6a 87,944,837				
	7	Capital gain net income (from Part IV, line 2)		9,285,917		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	11,343,369	11,343,143		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	6,111	0		6,111
	b	Accounting fees (attach schedule)	4,249	0		4,249
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	128,992	11,575		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	416,654	416,654		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	556,006	428,229		10,360
	25	Contributions, gifts, grants paid	4,000,000			4,000,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,556,006	428,229		4,010,360
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	6,787,363			
	b	**Net investment income** (if negative, enter -0-)		10,914,914		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	70,441	4,290,343	4,290,343
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	11		
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	0	1,388,913	1,437,212
	b	Investments—corporate stock (attach schedule)	535,368	535,368	337,684
	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)	68,461,138	69,664,075	71,113,990
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	69,066,958	75,878,699	77,179,229
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	69,066,958	75,878,699	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	69,066,958	75,878,699	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	69,066,958	75,878,699	

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	69,066,958
2	Enter amount from Part I, line 27a	2	6,787,363
3	Other increases not included in line 2 (itemize) ▶	3	24,378
4	Add lines 1, 2, and 3	4	75,878,699
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	75,878,699

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	9,285,917
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,468,814	77,120,180	0 044979
2010	3,150,614	72,054,874	0 043725
2009	3,735,441	64,392,051	0 058011
2008	4,090,560	74,932,302	0 054590
2007	3,684,132	83,513,306	0 044114

2	**Total** of line 1, column (d).	2	0 245419
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 049084
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	77,124,262
5	Multiply line 4 by line 3.	5	3,785,567
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	109,149
7	Add lines 5 and 6.	7	3,894,716
8	Enter qualifying distributions from Part XII, line 4.	8	4,010,360

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	109,149
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	109,149
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	109,149
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	121,966		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	121,966
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	12,817
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	12,817	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MR JAMES W CABELA Telephone no ▶(308) 254-5505

Located at ▶1475 ROAD 105 SIDNEY NE ZIP +4 ▶691624236

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JAMES W CABELA 1475 ROAD 105 SIDNEY, NE 691624236	PRES/TR/DIR 0 00	0	0	0
GERALD E MATZKE 907 JACKSON ST SIDNEY, NE 691621653	SEC/DIR 0 00	0	0	0
MICHAEL R MCCARTHY 1601 DODGE ST STE 3800 OMAHA, NE 681021637	DIR 0 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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	76,900,533
b	Average of monthly cash balances	1b	1,398,210
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	78,298,743
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	78,298,743
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,174,481
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	77,124,262
6	**Minimum investment return.** Enter 5% of line 5	6	3,856,213

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	3,856,213
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 109,149		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	109,149
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,747,064
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	3,747,064
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,747,064

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	4,010,360
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	4,010,360
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	109,149
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,901,211

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				3,747,064
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			3,775,807	
b Total for prior years 20___, 20___, 20___		0		
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.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,010,360				
a Applied to 2011, but not more than line 2a			3,775,807	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				234,553
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).)*	0			0
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.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				3,512,511
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	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. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization 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))

JAMES W CABELA

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				4,000,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	2,057,452	
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	9,285,917	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		11,343,369	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 11,343,369

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-02 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
LARRY D TENNISON	LARRY D TENNISON			P00049603

Firm's name ▶ SEIM JOHNSON LLP

Firm's EIN ▶ 47-6097913

Firm's address ▶ 18081 BURT STREET SUITE 200 OMAHA, NE 680224722

Phone no (402) 330-2660

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
FEDERAL HOME LOAN BANK 4 5%	P	2003-11-03	2012-09-14
MIDCAP VALUE EQUITY - 33510 8165 SHS	P	2012-01-01	2012-12-27
WESTWOOD DIV CORE EQUITY LLC	P	2012-01-01	2012-12-31
WESTWOOD DIV CORE EQUITY LLC	P	2011-12-31	2012-12-31
WESTWOOD INT'L EQUITY LLC	P	2012-01-01	2012-12-31
WESTWOOD INT'L EQUITY LLC	P	2011-12-31	2012-12-31
WESTWOOD FOCUSED CORE EQUITY LLC	P	2012-01-01	2012-12-31
WESTWOOD FOCUSED CORE EQUITY LLC	P	2011-12-31	2012-12-31
WESTWOOD DIV SMALL/MIDCAP LLC	P	2012-01-01	2012-12-31
WESTWOOD DIV SMALL/MIDCAP LLC	P	2011-12-31	2012-12-31
WESTWOOD FOCUSED SMALL CAP EQUITY LLC	P	2012-01-01	2012-12-31
WESTWOOD FOCUSED SMALL CAP EQUITY LLC	P	2011-12-31	2012-12-31
WESTWOOD CORE INCOME LLC	P	2012-01-01	2012-12-31
WESTWOOD TOTAL RETURN LLC	P	2012-01-01	2012-12-31
WESTWOOD TOTAL RETURN LLC	P	2011-12-31	2012-12-31
ALLCAP GROWTH EQUITY	P	2012-01-01	2012-12-31
ALLCAP GROWTH EQUITY	P	2011-12-31	2012-12-31
EMERGING MARKETS	P	2012-01-01	2012-12-31
GLOBAL EQUITY	P	2012-01-01	2012-12-31
GLOBAL EQUITY	P	2011-12-31	2012-12-31
GLOBAL STRATEGIC DIVERSIFICATION	P	2012-01-01	2012-12-31
GLOBAL STRATEGIC DIVERSIFICATION	P	2011-12-31	2012-12-31
HIGH YIELD BOND	P	2012-01-01	2012-12-31
HIGH YIELD BOND	P	2011-12-31	2012-12-31
INCOME OPPORTUNITY	P	2012-01-01	2012-12-31
INCOME OPPORTUNITY	P	2011-12-31	2012-12-31
LARGECAP EQUITY	P	2012-01-01	2012-12-31
LARGECAP EQUITY	P	2011-12-31	2012-12-31
MIDCAP VALUE EQUITY	P	2012-01-01	2012-12-31
MIDCAP VALUE EQUITY	P	2011-12-31	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
REIT INVESTMENT	P	2012-01-01	2012-12-31
REIT INVESTMENT	P	2011-12-31	2012-12-31
SHORT DURATION HIGH YIELD BOND	P	2012-01-01	2012-12-31
SHORT DURATION HIGH YIELD BOND	P	2011-12-31	2012-12-31
SMALLCAP VALUE EQUITY	P	2012-01-01	2012-12-31
SMALLCAP VALUE EQUITY	P	2011-12-31	2012-12-31
SMIDCAP PLUS INVESTMENT	P	2012-01-01	2012-12-31
SMIDCAP PLUS INVESTMENT	P	2011-12-31	2012-12-31
WESTWOOD DIV CORE EQUITY LLC	P	2011-12-31	2012-09-04
WESTWOOD FOCUSED CORE EQUITY LLC	P	2011-12-31	2012-09-04
WESTWOOD DIV SMALL/MIDCAP LLC	P	2011-01-01	2012-09-04
WESTWOOD FOCUSED SMALL CAP EQUITY LLC	P	2011-01-01	2012-09-04
WESTWOOD INT'L EQUITY LLC	P	2011-01-01	2012-09-04
WESTWOOD TOTAL RETURN LLC	P	2011-01-01	2012-09-04
EMERGING MARKETS	P	2011-12-31	2012-12-31
GLOBAL EQUITY	P	2011-12-31	2012-12-31
GLOBAL STRATEGIC DIVERSIFICATION	P	2011-12-31	2012-12-31
WESTWOOD CORE INCOME LLC	P	2011-01-01	2012-09-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,500,000		2,390,282	109,718
3,271,661		3,617,961	-346,300
		62,168	-62,168
1,003,620			1,003,620
		25,004	-25,004
		226,566	-226,566
198,285			198,285
414,598			414,598
		105,639	-105,639
375,718			375,718
39,828			39,828
		7,687	-7,687
6,861			6,861
		56,379	-56,379
407,066			407,066
33,406			33,406
175,386			175,386
		3,457	-3,457
12,368			12,368
130,992			130,992
12,458			12,458
275			275
9,490			9,490
10,660			10,660
3,337			3,337
68,672			68,672
		712	-712
		4,002	-4,002
115,153			115,153
357,808			357,808

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		648	-648
29,762			29,762
		3,853	-3,853
324			324
12,656			12,656
40,339			40,339
2,987			2,987
13,408			13,408
12,970,799		9,817,009	3,153,790
6,978,996		7,088,032	-109,036
5,101,593		3,599,769	1,501,824
2,787,118		2,839,936	-52,818
12,160,463		10,800,716	1,359,747
23,632,764		22,926,202	706,562
16			16
		18,304	-18,304
1,376			1,376
15,064,594		15,064,594	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			109,718
			-346,300
			-62,168
			1,003,620
			-25,004
			-226,566
			198,285
			414,598
			-105,639
			375,718
			39,828
			-7,687
			6,861
			-56,379
			407,066
			33,406
			175,386
			-3,457
			12,368
			130,992
			12,458
			275
			9,490
			10,660
			3,337
			68,672
			-712
			-4,002
			115,153
			357,808

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-648
			29,762
			-3,853
			324
			12,656
			40,339
			2,987
			13,408
			3,153,790
			-109,036
			1,501,824
			-52,818
			1,359,747
			706,562
			16
			-18,304
			1,376
			0

Form 990PF Part XV Line 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*				
BEHAVIORAL HEALTH SUPPORT FOUNDATION 1044 N 115TH STREET SUITE 400 OMAHA, NE 68154	NONE	509(A)(1)	SUPPORT FOR BEHAVIORAL HEALTH SERVICES IN OMAHA, NEBRASKA AND SURROUNDING COMMUNITIES	100,000
CABELA'S EMPLOYEE FOUNDATION ONE CABELA DRIVE SIDNEY, NE 69160	NONE	509(A)(1)	PROVIDE ASSISTANCE TO THOSE EMPLOYEES OF CABELA'S WHO ARE ELIGIBLE RECIPIENTS DURING DISASTER AND EMERGENCY SITUATIONS	100,000
CAPUCHIN PROVINCE OF MID-AMERICA 3553 WYANDOT STREET DENVER, CO 80211	NONE	509(A)(1)	HELPING TO SERVE THE INTERESTS OF THE ROMAN CATHOLIC CHURCH IN THE UNITED STATES	50,000
CATHOLIC MEDICAL MISSION BOARD 10 W 17TH ST NEW YORK, NY 100115765	NONE	509(A)(1)	HEALTHCARE PROGRAMS AND SERVICES TO PEOPLE IN NEED AROUND THE WORLD WITH A SPECIAL FOCUS ON WOMEN AND CHILDREN	600,000
CATHOLIC NEAR EAST WELFARE ASSN 1011 FIRST AVE NEW YORK, NY 100224195	NONE	509(A)(1)	PROVIDE HUMANITARIAN ASSISTANCE TO THOSE IN NEED	400,000
CROSS INTERNATIONAL CATHOLIC OUTREACH 370 W CAMINO GARDENS BLVD BOCA RATON, FL 33432	NONE	509(A)(1)	TO ASSIST IN THE MINISTRY OF RELIEF AND DEVELOPMENT TO AID THE POOREST OF THE POOR	650,000
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN, MD 21741	NONE	509(A)(1)	TO SUPPORT RELIEF PROJECTS, INCLUDING EMERGENCY MEDICAL RELIEF PROJECTS, CONDUCTED PRIMARILY BY THE INTERNATIONAL MEDECINS SANS FRONTIERES NETWORK, WHEREVER IN THE WORLD MEDICAL AND PUBLIC HEALTH CRISES MAY EXIST	250,000
FATHER WOODY'S HAVEN OF HOPE 1101 W 7TH AVE DENVER, CO 80204	NONE	509(A)(1)	TO FEED AND CLOTHE THE HOMELESS	25,000
FOOD FOR THE POOR INC 6401 LYONS RD COCONUT CREEK, FL 33073	NONE	509(A)(1)	TO PROVIDE SUPPORT IN THE MISSION TO FEED MILLIONS OF HUNGRY POOR IN 17 COUNTRIES OF THE CARIBBEAN AND LATIN AMERICA AND PROVIDE EMERGENCY RELIEF ASSISTANCE, CLEAN WATER, MEDICINES, EDUCATIONAL MATERIALS, HOMES, SUPPORT FOR ORPHANS AND THE AGED, SKILLS TRAINING AND MICRO-ENTERPRISE DEVELOPMENT ASSISTANCE	650,000
HEIFER INTERNATIONAL 1 WORLD AVE LITTLE ROCK, AR 72202	NONE	509(A)(1)	TO PROVIDE SUPPORT IN THE MISSION TO END HUNGER AND POVERTY AND TO CARE FOR THE EARTH USING GIFTS OF LIVESTOCK, SEEDS, TREES AND TRAINING IN SUSTAINABLE AGRICULTURE COMMUNITY DEVELOPMENT PROJECTS TO HELP MILLIONS OF PEOPLE BECOME SELF-RELIANT	500,000
HOLY SPIRIT CATHOLIC CHURCH 2801 WEST E NORTH PLATTE, NE 691030427	NONE	509(A)(1)	UNDESIGNATED	100,000
MATT TALBOT KITCHEN & OUTREACH 2121 N 27TH ST LINCOLN, NE 68501	NONE	509(A)(1)	TO SERVE THE PHYSICAL, EMOTIONAL AND SPIRITUAL NEEDS OF LINCOLN'S WORKING POOR, AND HOMELESS THROUGH OUTREACH, ADVOCACY, EDUCATION AND THE PROVISION OF FOOD AND SHELTER	25,000
MISSION DOCTORS ASSOCIATION 3435 WILSHIRE BLVD SUITE 1940 LOS ANGELES, CA 90010	NONE	509(A)(2)	PROVIDE OPPORTUNITIES FOR CATHOLIC DOCTORS AND THEIR FAMILIES TO SERVE THROUGHOUT THE WORLD AS AN EXPRESSION OF FAITH	25,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVE 3RD FL NEW YORK, NY 10017	NONE	509(A)(1)	TO PROVIDE SUPPORT FOR THE MISSION OF MOBILIZING PEOPLE AND RESOURCES TO DRIVE RESEARCH FOR A CURE AND TO ADDRESS THE CHALLENGES OF EVERYONE AFFECTED BY MULTIPLE SCLEROSIS	200,000
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE 3RD FLOOR BOSTON, MA 02215	NONE	509(A)(1)	AN INTEGRATED HEALTH CARE DELIVERY SYSTEM THROUGHOUT THE REGION THAT OFFERS PATIENTS A CONTINUUM OF COORDINATED, HIGH-QUALITY CARE	150,000

Form 990PF Part XV Line 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*				
PEOPLE FOR GUATEMALA INC PO BOX 110221 NAPLES,FL 34108	NONE	509(A)(1)	SUPPORT SUSTAINABLE DEVELOPMENT IN GUATEMALA	25,000
RETIREMENT FUND FOR RELIGIOUS PO BOX 73140 DEPT D BALTIMORE,MD 21273	NONE	509(A)(1)	FUNDS FOR RETIRED RELIGIOUS, HELP RELIGIOUS INSTITUTES REALISTICALLY ASSESS THEIR CURRENT RETIREMENT NEEDS AND IMPLEMENT PLANNING, EDUCATE RELIGIOUS INSTITUTES TO ALLOCATE ASSETS REALISTICALLY, DEVELOP EDUCATIONAL TOOLS, PROGRAMS, SERVICES AND RESOURCE MATERIALS THAT ENABLE RELIGIOUS INSTITUTES TO ADDRESS RETIREMENT WISELY	20,000
SIENA FRANCIS HOUSE 1702 NICHOLAS STRET OMAHA,NE 68102	NONE	509(A)(1)	CARE FOR THE POOR REALIZED THROUGH FEEDING THE HUNGRY, SHELTERING THE HOMELESS, AND CLOTHING THE NEEDY	30,000
ST PATRICKS CHURCH 1039 14TH AVE SIDNEY,NE 69162	NONE	509(A)(1)	UNDESIGNATED	100,000
Total . . . . ▶ **3a**				4,000,000

TY 2012 Accounting Fees Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,249	0		4,249

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128000493

TY 2012 Investments Corporate Stock Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUTNAM DIVERSIFIED INCOME TRUST-CLASS A	89,295	55,932
PUTNAM HIGH YIELD ADVANTAGE FUND	9,708	6,092
AIM HIGH YIELD FUND	160,081	80,829
EATON VANCE INC. FUND	200,218	144,474
DREYFUS HIGH YIELD STRATEGIES FUND	56,039	42,436
HIGHLAND CREDIT STRATEGIES FUND	11,557	3,121
CREDIT SUISSE HI YIELD BOND FUND	8,470	4,800

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128000493

TY 2012 Investments Government Obligations Schedule

Name:	EAGLE FOUNDATION
EIN:	47-0773892
US Government Securities - End of Year Book Value:	1,388,913
US Government Securities - End of Year Fair Market Value:	1,437,212
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Investments - Other Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WESTWOOD DIV. CORE EQUITY LLC	AT COST	0	0
WESTWOOD INT'L EQUITY LLC	AT COST	0	0
WESTWOOD DIV. SMALL/MIDCAP EQUITY LLC	AT COST	0	0
WESTWOOD CORE INCOME LLC	AT COST	0	0
WESTWOOD TOTAL RETURN LLC	AT COST	0	0
WESTWOOD FOCUSED CORE EQUITY LLC	AT COST	0	0
WESTWOOD FOCUSED SMALL CAP EQUITY LLC	AT COST	0	0
FEDERAL HOME LOAN BANK 3.625%	AT COST	1,982,351	2,054,340
FEDERAL HOME LOAN BANK 4.75%	AT COST	2,094,884	2,165,760
FANNIE MAE 2.75%	AT COST	2,019,494	2,102,720
FEDERAL HOME LOAN BANK 2.75%	AT COST	2,028,505	2,115,140
FEDERAL HOME LOAN MORTGAGE CORP 3.75%	AT COST	1,335,235	1,387,104
LARGECAP VALUE EQUITY	AT COST	7,845,286	8,131,798
SMIDCAP PLUS INVESTEMNT	AT COST	3,161,395	3,308,268
SMALLCAP VALUE EQUITY	AT COST	1,627,995	1,631,458
ALLCAP GROWTH EQUITY	AT COST	8,058,792	7,897,028
GLOBAL EQUITY	AT COST	11,900,056	12,535,654
EMERGING MARKETS	AT COST	3,921,559	4,287,035
HIGHYIELD BOND	AT COST	3,170,890	3,194,855
SHORT DURATION HIGH YIELD BOND	AT COST	2,351,471	2,349,333
GLOBAL STRATEGIC DIVERSIFICATION	AT COST	3,939,109	3,961,260
INCOME OPPORTUNITY	AT COST	11,845,662	11,644,394
REIT INVESTMENT	AT COST	2,381,391	2,347,843

TY 2012 Legal Fees Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	6,111	0		6,111

TY 2012 Other Expenses Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK/WIRE CHARGES	1,100	1,100		0
INVESTMENT EXPENSES	215,694	215,694		0
ASSET MANAGEMENT FEE	199,393	199,393		0
ORDINARY BUSINESS LOSS FROM INVESTMENT IN WESTWOOD DIV SMALL/MID CAP, LLC	467	467		0

TY 2012 Other Increases Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Description	Amount
GAIN ON SALE OF WESTWOOD PARTNERSHIPS	24,377
OTHER NON-DEDUCTIBLE EXPENSES	1

TY 2012 Taxes Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	11,575	11,575		0
IRS	117,417	0		0