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
GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

A Employer identification number
47-6025723

Number and street (or P O box number if mail is not delivered to street address) Room/suite
209 SOUTH 19TH STREET NO 151

B Telephone number (see instructions)
(402) 345-0043

City or town, state, and ZIP code
OMAHA, NE 68102

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)* ▶$ 15,106,528

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	262,184	244,131		
	4	Dividends and interest from securities	195,560	195,560		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,063,088			
	b	Gross sales price for all assets on line 6a 8,085,604				
	7	Capital gain net income (from Part IV, line 2)		1,063,088		
	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	1,520,832	1,502,779		
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)				
	b	Accounting fees (attach schedule)	2,986	2,986		0
	c	Other professional fees (attach schedule)	50,345	50,345		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	28,426	28,426		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	15,420	15,420		0
	21	Travel, conferences, and meetings	81	81		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,019	5,019		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	102,277	102,277		0
	25	Contributions, gifts, grants paid	801,400			801,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	903,677	102,277		801,400
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	617,155			
	b	**Net investment income** (if negative, enter -0-)		1,400,502		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	595,326	742,019	742,019
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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)	3,122,050	3,158,535	3,300,506
	b	Investments—corporate stock (attach schedule)	5,912,062	6,419,752	8,231,135
	c	Investments—corporate bonds (attach schedule)	2,728,784	2,605,313	2,784,994
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	49,758	47,874
	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)	12,358,222	12,975,377	15,106,528
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	8,302,655	8,302,655	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,055,567	4,672,722	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	12,358,222	12,975,377	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,358,222	12,975,377	

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	12,358,222
2	Enter amount from Part I, line 27a	2	617,155
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	12,975,377
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	12,975,377

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	1,063,088
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	775,150	14,773,777	0 052468
2010	668,800	14,412,005	0 046406
2009	638,004	13,270,128	0 048078
2008	862,949	15,351,100	0 056214
2007	1,110,412	17,247,434	0 064381

2	**Total** of line 1, column (d).	2	0 267547
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 053509
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	14,710,305
5	Multiply line 4 by line 3.	5	787,134
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,005
7	Add lines 5 and 6.	7	801,139
8	Enter qualifying distributions from Part XII, line 4.	8	801,400

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	14,005
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	14,005
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	14,005
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	30,000		
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	30,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	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	15,987
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 15,987	**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 ▶NEELY KOUNTZE Telephone no ▶(402) 345-0043

Located at ▶209 SOUTH 19TH STREET SUITE 151 OMAHA NE ZIP +4 ▶68102

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**		No
	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
See Additional Data Table				

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	14,156,509
b	Average of monthly cash balances		1b	777,811
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	14,934,320
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	14,934,320
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	224,015
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	14,710,305
6	**Minimum investment return.** Enter 5% of line 5		6	735,515

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	735,515
2a	Tax on investment income for 2012 from Part VI, line 5	2a 14,005		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	14,005
3	Distributable amount before adjustments Subtract line 2c from line 1		3	721,510
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	721,510
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	721,510

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	801,400
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	801,400
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	14,005
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	787,395

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				721,510
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			325,764	
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 ▶ $ 801,400				
a Applied to 2011, but not more than line 2a			325,764	
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.				475,636
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				245,874
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))

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 or e-mail of the person to whom applications should be addressed

NEELY KOUNTZE
209 SOUTH 19TH STREET SUITE 151
OMAHA,NE 68102
(402) 345-0043

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

GRANT REQUESTS AND SCHOLARSHIP AWARDS PROCEDURES HAVE BEEN ESTABLISHED BY THE FOUNDATION THE GRANT REQUESTS ARE OPEN TO 501(C)(3) ORGANIZATIONS THE GRANT REQUESTS ARE TO INCLUDE THE BASICS OF THE REQUEST IN ADDITION TO A LETTER CONTAINING THE ESSENTIAL INFORMATION SUCH AS THE PROJECT CONTEMPLATED, SOURCE OF FUNDS, TIMELINE OF IMPLEMENTATION, ETC THE ORIGINAL GRANT REQUEST AND SEVEN COPIES ARE TO BE SENT TO THE FOUNDATION FOR THE BOARD OF TRUSTEES' REVIEW GRANTEES ARE NOTIFIED IN WRITING OF THE FOUNDATION'S DECISIONS

c Any submission deadlines

NOVEMBER 30 OF EACH YEAR

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

PRIMARILY NEBRASKA AND WESTERN IOWA PRIVATE EDUCATIONAL INSTITUTIONS, RELIGIOUS ORGANIZATIONS, HEALTH ORGANIZATIONS, ARTS AND RELATED ORGANIZATIONS

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**				801,400
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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	262,184	
4 Dividends and interest from securities			14	195,560	
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	1,063,088	
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		1,520,832	0

13 Total. Add line 12, columns (b), (d), and (e) 13 1,520,832

(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

****** | 2013-05-15 | ******

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
ROBERT H BERGER	ROBERT H BERGER			P00340049

Firm's name ▶ BERGER AND O'TOOLE CPAS LLC — Firm's EIN ▶ 91-1829375

Firm's address ▶ 1301 S 75TH STREET SUITE 200 OMAHA, NE 68124 — Phone no (402) 551-1919

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)
30,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-09-09	2012-01-06
925 SH CHEVRONTEXACO CORP	P	1995-06-02	2012-01-12
236 SH CHEVRONTEXACO CORP	P	1998-06-09	2012-01-12
1 SH CHEVRONTEXACO CORP	P	1995-06-02	2012-01-12
200 SH INTL BUSINESS MACHS CORP COM	P	1972-01-10	2012-01-12
3,725 SH GENERAL ELEC CO COM	P	1971-04-29	2012-01-18
850 SH AMGEN INC	P	2009-10-16	2012-01-20
350 SH AMGEN INC	P	2009-10-22	2012-01-20
550 SH MOHAWK INDS INC COM	P	2009-07-01	2012-02-06
26,322 50 US TREASURY NOTE 2 125% DTD 01/15/2009 DUE 01/15/2019	P	2009-06-15	2012-02-07
15,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-11-01	2012-02-09
10,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-11-04	2012-02-09
1,450 SH EMERSON ELECTRIC CO	P	2009-07-01	2012-02-16
350 SH AIR PRODS & CHEMS INC	P	2005-04-21	2012-02-24
550 SH AIR PRODS & CHEMS INC	P	2009-07-01	2012-02-24
95,000 MORGAN STANLEY GLOBAL SUB NT 4 75% DTD 03/30/2004 DUE 04/01/2014	P	2008-01-30	2012-03-05
45,000 COMCAST CORP NEW NTS 6 50% DTD 07/14/2006 DUE 01/15/2017	P	2011-03-07	2012-03-16
15,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-09-09	2012-03-16
5,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-09-09	2012-03-16
1,358 SH CARNIVAL CORP PAIRED CTF 1	P	2011-08-11	2012-03-22
1,142 SH CARNIVAL CORP PAIRED CTF 1	P	2011-08-12	2012-03-22
1,750 SH CARNIVAL CORP PAIRED CTF 1	P	2011-11-22	2012-03-22
2,975 SH QUEST DIAGNOSTICS INC COM	P	2010-07-22	2012-03-23
3,200 SH HEWLETT-PACKARD CO	P	2009-07-01	2012-03-24
475 SH PEABODY ENERGY CORP COM	P	2007-09-26	2012-03-28
350 SH PEABODY ENERGY CORP COM	P	2009-12-04	2012-03-28
775 SH PEABODY ENERGY CORP COM	P	2010-06-10	2012-03-28
550 SH PEABODY ENERGY CORP COM	P	2011-07-22	2012-03-28
80,000 MERRILL LYNCH & CO INC MEDIUM TERM NTS TRANCHE	P	2008-01-24	2012-03-30
70,000 CITIGROUP INC 6 50% DTD 08/19/2008 DUE 08/19/2013	P	2009-01-07	2012-04-11

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(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)
70,000 CITIGROUP INC 6 50% DTD 08/19/2008 DUE 08/19/2013	P	2009-01-07	2012-04-11
10,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-11-01	2012-04-17
5,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-12-07	2012-04-17
5,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-12-10	2012-04-17
22,000 PITNEY BOWES INC GLOBAL MEDIUM TERM NTS 5 25% DTD 11/17/2006	P	2006-11-13	2012-05-01
810 SH EMC CORP-MASS COM	P	2011-08-22	2012-05-11
1,325 SH EMC CORP-MASS COM	P	2012-01-12	2012-05-11
175 SH STATE STREET CORP COM	P	2009-12-04	2012-05-11
275 SH STATE STREET CORP COM	P	2010-01-21	2012-05-11
1,850 SH STATE STREET CORP COM	P	2010-10-26	2012-05-11
35,000 CATERPILLAR INC DEL NT 7 90% DTD 12/05/2008 DUE 12/15/2018	P	2008-12-04	2012-05-14
10,000 ELECTRONIC DATA SYS NEW CR SENS 6 00% DTD 06/30/2003 DUE 08/01/2013	P	2009-05-13	2012-05-14
30,000 INTERNATIONAL BUSINESS MACHS COR DEB 7 00% DTD 10/30/1995	P	2008-10-28	2012-05-14
15,000 LELAND STANFORD JUNIOR UNIV BD 3 625% DTD 04/29/2009 DUE 05/01/2014	P	2009-05-07	2012-05-14
10,000 WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK NTS TRANCHE	P	2007-11-30	2012-05-14
20,000 DAYTON PWR & LT CO 1ST MTG BD 5 125% DTD 04/01/2005 DUE 10/01/2013	P	2008-05-07	2012-05-15
30,000 KIMBERLY CLARK COR NT 6 125% DTD 07/30/2007 DUE 08/01/2017	P	2008-11-13	2013-05-15
35,000 FNMA 4 875% DTD 05/18/2007 DUE 05/18/2012	P	2007-06-12	2012-05-18
65,000 FNMA 4 875% DTD 05/18/2007 DUE 05/18/2012	P	2009-12-04	2012-05-18
80,000 FNMA 4 875% DTD 05/18/2007 DUE 05/18/2012	P	2010-11-30	2012-05-18
30,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2010-12-10	2012-05-18
15,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2010-12-20	2012-05-18
5,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2011-04-14	2012-05-18
45,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-12-10	2012-05-16
30,000 US TREASURY BOND 3 500% DTD 02/15/08 DUE 02/15/2018	P	2011-02-07	2012-05-16
35,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/2016	P	2011-09-29	2012-05-18
40,000 US TREASURY NOTE 3 25% DTD 06/30/2009 DUE 06/30/2016	P	2011-05-06	2012-05-18
55,000 US TREASURY NOTE 2 625% DTD 12/31/2009 DUE 12/31/2014	P	2010-01-06	2012-05-18
20,000 US TREASURY NOTE 2 625% DTD 12/31/2009 DUE 12/31/2014	P	2010-11-08	2012-05-18
15,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-03-16	2012-05-18

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)
60,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2012-05-14	2012-05-18
1,470 SH ABBOTT LABS COM	P	2009-07-01	2012-06-06
105,000 KEYBANK NA SR NTS FDIC TLGP GTD SR NT 3 20% DTD 12/15/2008	P	2008-12-10	2012-06-15
950 SH APACHE CORP	P	2009-10-01	2012-06-20
75 SH APACHE CORP	P	2009-12-04	2012-06-20
50 SH APACHE CORP	P	2010-04-30	2012-06-20
225 SH APACHE CORP	P	2010-06-10	2012-06-20
1,200 492 SH EMERSON ELECTRIC CO	P	2012-01-15	2012-06-22
2,025 SH EMERSON ELECTRIC CO	P	2009-07-01	2012-06-22
149 5080 SH EMERSON ELECTRIC CO	P	2012-01-18	2012-06-22
400 SH AMGEN INC	P	2009-10-22	2012-06-25
75 SH AMGEN INC	P	2009-12-04	2012-06-25
750 SH AMGEN INC	P	2009-12-17	2012-06-25
30,000 US TREASURY NOTE 1 375% DTD 09/15/2009 DUE 09/15/2012	P	2011-12-22	2012-06-25
600 SH GOLDMAN SACHS GROUP INC COM	P	2009-12-04	2012-06-26
175 SH GOLDMAN SACHS GROUP INC COM	P	2010-01-22	2012-06-26
250 SH GOLDMAN SACHS GROUP INC COM	P	2010-04-27	2012-06-26
65,000 METROPOLITAN LIFE GLOBAL FDG I MEDIUM TERM NTS TRANCHE	P	2010-09-23	2012-06-27
50,000 BB&T CORPORATION SR NT 5 70% DTD 05/04/2009 DUE 04/30/2014	P	2010-02-22	2012-07-16
2,080 SH GENERAL ELEC CO COM	P	1971-04-29	2012-07-20
1,770 SH INTEL CORPORATION	P	2011-06-03	2012-07-20
210 SH INTL BUSINESS MACHS CORP COM	P	1972-01-10	2012-07-20
2,065 SH INTERNATIONAL GAME TECHNOLOGY	P	2012-02-06	2012-07-26
1,007 600 SH KIMBERLY-CLARK CORP	P	1991-06-12	2012-08-03
842 400 SH KIMBERLY-CLARK CORP	P	1992-01-15	2012-05-03
45,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-06-09	2012-08-16
125,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-06-30	2012-08-16
40,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-08-05	2012-08-16
10,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-09-09	2012-08-16
10,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-09-15	2012-08-16

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)
45,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-10-26	2012-08-16
40,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2011-11-10	2012-08-16
15,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2012-04-02	2012-08-16
80,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2012-05-02	2012-08-16
40,000 US TREASURY NOTE 3 625% DTD 02/15/2011 DUE 02/15/2021	P	2012-05-14	2012-08-16
2,860 SH U S BANCORP COM	P	2011-08-22	2012-08-27
1,386 380 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/19/2012 DUE 05/29/2024	P	2012-06-12	2012-08-29
38,000 PITNEY BOWES INC GLOBAL MEDIUM TERM NTS 5 25% DTD 11/17/2006	P	2006-11-13	2012-09-13
6,850 SH INTERNATIONAL GAME TECHNOLOGY	P	2011-03-17	2012-09-17
335 SH INTERNATIONAL GAME TECHNOLOGY	P	2012-02-06	2012-09-17
25,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2012-05-15	2012-09-19
5,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2012-05-15	2012-09-19
10,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2011-09-15	2012-09-19
5,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-12-10	2012-09-19
55,000 WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK NTS TRANCHE	P	2007-11-30	2012-09-19
40,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-12-10	2012-09-28
55,000 INTERNATIONAL BUSINESS MACHS CORP DEB 7 00% DTD 10/30/1995	P	2008-10-28	2012-10-01
10,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2011-08-23	2012-10-01
10,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2010-12-16	2012-10-01
10,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2011-02-17	2012-10-01
5,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2011-04-14	2012-10-01
5,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2011-09-09	2012-10-01
1,855 SH ABBOTT LABS COM	P	2009-07-01	2012-10-12
80,000 LACLEDE GAS CO 1ST MG BD 6 50% DTD 10/15/1997 DUE 10/15/2012	P	2000-10-12	2012-10-15
20,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2011-12-02	2012-10-19
25,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2012-09-13	2012-10-19
125,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2010-12-10	2012-10-19
25,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2011-01-20	2012-10-19
30,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2011-02-07	2012-10-19
100,000 US TREASURY NOTE 3 500% DTD 02/15/08 DUE 02/15/2018	P	2011-04-07	2012-10-19

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

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150,000 US TREASURY NOTE 1 375% DTD 03/15/2010 DUE 03/15/2013	P	2012-06-25	2012-10-23
35,000 US TREASURY NOTE 1 375% DTD 03/15/2010 DUE 03/15/2013	P	2012-06-25	2012-10-23
30,000 US TREASURY NOTE 1 375% DTD 03/15/2010 DIE 03/15/2013	P	2012-06-25	2012-10-31
150,000 US TREASURY NOTE 1 375% DTD 03/15/2010 DUE 03/15/2013	P	2012-09-27	2012-10-31
50,000 PEPSICO INC SR NT 7 90% DTD 10/24/2008 DUE 11/01/2018	P	2010-02-18	2012-11-01
15,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2010-01-06	2012-11-01
25,000 US TREASURY BOND 4 375% DTD 11/15/2009 DUE 11/15/2039	P	2011-02-17	2012-11-01
25,000 US TREASURY NOTE 2 00% DTD 02/15/2012 DUE 02/15/2022	P	2012-10-01	2012-11-06
55,000 NEBRASKA PUB PWR DIST REV REV BDS 2009B TAXABLE 4 85% DTD 06/24/2009	P	2009-06-11	2012-11-15
60,000 PRICOA GLBL FDG I MTN 144A NT 5 45% DTD 06/11/2009 DUE 06/11/2014	P	2009-07-31	2012-11-20
50,000 TIME WARNER CABLE INC NT 4 00% DTD 09/12/2011 DUE 09/01/2021	P	2012-03-16	2012-11-21
1,393 310 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/19/2012 DUE 05/29/2024	P	2012-06-12	2012-11-29
35,000 US TREASURY NOTE 2 00% DTD 02/15/2012 DUE 02/15/2022	P	2012-10-01	2012-12-04
1,690 SH MICROSOFT CORP	P	2005-03-04	2012-12-11
450,000 US TREASURY NOTE 2 00% DTD 02/15/2012 DUE 02/15/2022	P	2012-08-16	2012-12-13
10,000 US TREASURY NOTE 2 00% DTD 02/15/2012 DUE 02/15/2022	P	2012-10-01	2012-12-13
60,000 GOLDMAN SACHS GROUP INC SR NT 6 25% DTD 08/30/2007 DUE 09/01/2017	P	2009-01-08	2012-12-18
40,000 US TREASURY NOTE 1 625% DTD 11/15/2012 DUE 11/15/2022	P	2012-12-13	2012-12-20
100,000 US TREASURY NOTE 1 625% DTD 11/15/2012 DUE 11/15/2022	P	2012-12-13	2012-12-28
1,688 SH AES CORP	P	2011-03-17	2012-10-31
231 SH AIR PRODS & CHEMS INC	P	2005-04-21	2012-10-31
400 142 SH ALLEGHENY TECHNOLOGIES INC	P	2010-10-29	2012-10-31
3 858 SH ALLEGHENY TECHNOLOGIES INC	P	2011-08-11	2012-10-31
242 SH AVNET INC COM	P	2009-07-01	2012-10-31
338 SH BB & T CORP	P	2010-10-26	2012-10-31
231 250 SH CHEVRONTEXACO CORP	P	2011-05-10	2012-10-31
180 SH CHEVRONTEXACO CORP	P	1998-06-09	2012-10-31
43 570 SH CHEVRONTEXACO CORP	P	1995-06-02	2012-10-31
393 874 SH CITIGROUP INC COM NEW	P	2011-07-01	2012-10-31
1260 SH CITIGROUP INC COM NEW	P	2011-09-21	2012-10-31

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)
1,250 SH COCA COLA CO COM	P	1982-03-18	2012-10-31
762 SH COMCAST CORP CL A	P	2010-11-29	2012-10-31
553 SH DENTSPLY INTL INC NEW COM	P	2012-10-12	2012-10-31
37 SH EXXON MOBIL CORP COM	P	2010-03-18	2012-10-31
50 SH FLOWSERVE CORP COM	P	2011-07-22	2012-10-31
1,148 SH GENERAL ELEC CO COM	P	1971-04-29	2012-10-31
590 SH GENERAL MILLS INC	P	2012-08-03	2012-10-31
356 152 SH HEINZ (HJ) CO COM	P	2004-12-21	2012-10-31
249 848 SH HEINZ (HJ) CO COM	P	2009-07-01	2012-10-31
68 SH INTERCONTINENTALEXCHANGE INC COM	P	2012-05-11	2012-10-31
393 517 SH J P MORGAN CHASE & CO	P	2008-01-11	2012-10-31
574 483 SH J P MORGAN CHASE & CO	P	2005-03-04	2012-10-31
362 SH JACOBS ENGR GROUP INC COM	P	2009-07-01	2012-10-31
231 SH KOHLS CORP	P	2011-03-01	2012-10-31
206 324 SH LEAR CORP COM NEW	P	2011-07-26	2012-10-31
187 676 SH LEAR CORP COM NEW	P	2011-04-25	2012-10-31
116 SH MCKESSON HBOC INC COM	P	2012-06-06	2012-10-31
612 SH MEDTRONIC INC COM	P	2010-10-26	2012-10-31
706 250 SH METLIFE INC COM	P	2009-04-17	2012-10-31
38 750 SH METLIFE INC COM	P	2012-08-27	2012-10-31
233 SH MICROSOFT CORP	P	2005-03-04	2012-10-31
125 SH MOHAWK INDS INC COM	P	2009-07-01	2012-10-31
155 SH NIKE INC	P	2011-08-19	2012-10-31
444 SH NOVARTIS AG SPONSORED ADR	P	2010-04-15	2012-10-31
419 SH OMNICOM GROUP INC	P	2012-03-22	2012-10-31
269 SH POTASH CORP	P	2012-02-24	2012-10-31
219 SH PROCTER & GAMBLE CO COM	P	2007-07-06	2012-10-31
687 SH THE SOUTHERN CO COM	P	2009-12-04	2012-10-31
321 SH TEVA PHARACEAUTICAL INDS LTD ADR	P	2011-09-29	2012-10-31
431 SH TEXAS INSTRS INC	P	2009-07-01	2012-10-31

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)
375 SH 3M CO	P	1972-05-23	2012-10-31
305 SH TOWERS WATSON & CO CL A	P	2012-06-22	2012-10-31
175 SH TRAVELERS COS INC COM	P	2011-09-27	2012-10-31
666 SH US BANCORP COM	P	2011-08-22	2012-10-31
553 SH VARIAN MED SYS INC COM	P	2012-06-25	2012-10-31
154 941 SH AON PLC SHS CL A	P	2012-09-17	2012-10-31
206 059 SH AON PLC SHS CL A	P	2012-06-26	2012-10-31
107 718 SH ENSCO PLC SHS CLASS A	P	2012-03-28	2012-10-31
123 282 SH ENSCO PLC SHS CLASS A	P	2012-03-29	2012-10-31
200 SH AVNET INC COM	P	2009-07-01	2012-11-05
200 SH BB & T CORP	P	2010-10-26	2012-11-05
318 794 SH CISCO SYS INC	P	2008-01-11	2012-11-05
725 206 SH CISCO SYS INC	P	2009-07-01	2012-11-05
200 SH CITIGROUP INC COM NEW	P	2011-09-21	2012-11-05
700 SH COCA COLA CO COM	P	1982-03-18	2012-11-05
300 SH COMCAST CORP CL A	P	2010-11-29	2012-11-05
50 SH DENTSPLY INTL INC NEW COM	P	2012-10-12	2012-11-05
1,054 SH EMC CORP-MASS COM	P	2011-08-22	2012-11-05
62 947 SH EXXON MOBIL CORP COM	P	2010-03-18	2012-11-05
137 053 SH EXXON MOBIL CORP COM	P	1983-02-14	2012-11-05
18 75 SH FLOWSERVE CORP COM	P	2011-07-22	2012-11-05
181 25 SH FLOWSERVE CORP COM	P	2010-11-29	2012-11-05
600 SH GENERAL ELEC CO COM	P	1971-04-29	2012-11-05
300 SH GENERAL MILLS INC	P	2012-08-03	2012-11-05
200 SH HEINZ (HJ) CO COM	P	2009-07-01	2012-11-05
920 SH INTEL CORPORATION	P	2011-06-03	2012-11-05
125 217 SH JACOBS ENGR GROUP INC COM	P	2009-07-01	2012-11-05
124 783 SH JACOBS ENGR GROUP INC COM	P	2009-11-17	2012-11-05
200 SH KOHLS CORP	P	2011-03-01	2012-11-05
24 901 SH LEAR CORP COM NEW	P	2011-04-25	2012-11-05

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)
25 099 SH LEAR CORP COM NEW	P	2011-04-18	2012-11-05
100 SH MCKESSON HBOC INC COM	P	2012-06-06	2012-11-05
425 105 SH MEDTRONIC INC	P	2010-10-26	2012-11-05
24 895 SH MEDTRONIC INC	P	2012-03-28	2012-11-05
400 SH METLIFE INC COM	P	2012-08-27	2012-11-05
50 SH MOHAWK INDS INC COM	P	2009-07-01	2012-11-05
75 SH NIKE INC	P	2011-08-19	2012-11-05
56 120 SH NOVARTIS AG SPONSORED ADR	P	2010-04-15	2012-11-05
268 814 SH NOVARTIS AG SPONSORED ADR	P	2010-04-26	2012-11-05
37 509 SH NOVARTIS AG SPONSORED ADR	P	2010-04-23	2012-11-05
62 557 SH NOVARTIS AG SPONSORED ADR	P	2010-05-25	2012-11-05
50 SH OMNICOM GROUP INC	P	2012-03-22	2012-11-05
150 SH TEVA PHARMACEUTICAL INDS LTD ADR	P	2011-09-29	2012-11-05
300 SH TEXAS INSTRS INC	P	2009-07-01	2012-11-05
75 SH 3M CO	P	1972-05-23	2012-11-05
100 SH TOWERS WATSON & CO CL A	P	2012-06-22	2012-11-05
200 SH TRAVELERS COS INC COM	P	2011-09-27	2012-11-05
150 SH US BANCORP COM	P	2011-08-22	2012-11-05
150 SH AON PLC SHS CL A	P	2012-06-26	2012-11-05
43 917 SH ENSCO PLC SHS CLASS A	P	2012-03-29	2012-11-05
256 083 SH ENSCO PLC SHS CLASS A	P	2012-01-12	2012-11-05
100 SH AIR PRODS & CHEMS INC	P	2005-04-21	2012-11-09
58 664 SH ALLEGHENY TECHNOLOGIES INC	P	2011-08-11	2012-11-09
156 306 SH ALLEGHENY TECHNOLOGIES INC	P	2011-08-18	2012-11-09
85 030 SH ALLEGHENY TECHNOLOGIES INC	P	2012-09-17	2012-11-09
295 087 SH AVNET INC COM	P	2009-07-01	2012-11-09
154 913 SH AVNET INC COM	P	2012-05-11	2012-11-09
300 SH BB & T CORP	P	2010-10-26	2012-11-09
249 93 SH CISCO SYS INC	P	2009-07-01	2012-11-09
500 070 SH CISCO SYS INC	P	2006-02-03	2012-11-09

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)
200 SH CITIGROUP INC COM NEW	P	2011-09-21	2012-11-09
100 SH COCA COLA CO COM	P	1982-03-18	2012-11-09
250 SH DENTSPLY INTL INC NEW COM	P	2012-10-12	2012-11-09
550 SH EMC CORP-MASS COM	P	2011-08-22	2012-11-09
150 SH EXXON MOBIL CORP COM	P	1983-02-14	2012-11-09
100 SH FLOWSERVE CORP COM	P	2010-11-29	2012-11-09
500 SH GENERAL ELEC CO COM	P	1971-04-29	2012-11-09
100 SH GENERAL MILLS INC	P	2012-08-03	2012-11-09
100 SH HEINZ (HJ) CO COM	P	2009-07-01	2012-11-09
600 SH INTEL CORPORATION	P	2011-06-03	2012-11-09
100 SH INTERCONTINENTALEXCHANGE INC COM	P	2012-05-11	2012-11-09
81 347 SH JACOBS ENGR GROUP INC COM	P	2009-11-17	2012-11-09
68 710 SH JACOBS ENGR GROUP INC COM	P	2009-12-04	2012-11-09
99 943 SH JACOBS ENGR GROUP INC COM	P	2012-07-20	2012-11-09
200 SH KOHLS CORP	P	2011-03-01	2012-11-09
250 SH LEAR CORP COM NEW	P	2011-04-18	2012-11-09
100 SH MCKESSON HBOC INC COM	P	2012-06-06	2012-11-09
250 SH MEDTRONIC INC	P	2012-03-28	2012-11-09
110 SH MICROSOFT CORP	P	2005-03-04	2012-11-09
150 SH MOHAWK INDS INC COM	P	2009-07-01	2012-11-09
38 75 SH NIKE INC	P	2011-08-19	2012-11-09
86 25 SH NIKE INC	P	2012-07-26	2012-11-09
175 SH NOVARTIS AG SPONSORED ADR	P	2010-05-25	2012-11-09
250 SH OMNICOM GROUP INC	P	2012-03-22	2012-11-09
156 SH ORACLE CORPORATION COM	P	2012-01-12	2012-11-09
75 SH PHILIP MORRIS INTL INC COM	P	2010-06-24	2012-11-09
200 SH POTASH CORP	P	2012-02-24	2012-11-09
100 SH PROCTER & GAMBLE CO COM	P	2007-07-06	2012-11-09
154 SH TEVA PHARMACEUTICAL INDS LTD ADR	P	2011-09-29	2012-11-09
96 SH TEVA PHARMACEUTICAL INDS LTD ADR	P	2012-06-27	2012-11-09

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)
325 017 SH TEXAS INSTRS INC	P	2009-07-01	2012-11-09
74 983 SH TEXAS INSTRS INC	P	2012-05-11	2012-11-09
125 SH 3M CO	P	1972-05-23	2012-11-09
66 250 SH TOWERS & WATSON & CO CL A	P	2012-06-22	2012-11-09
133 75 SH TOWERS & WATSON & CO CL A	P	2012-08-27	2012-11-09
250 SH US BANCORP COM	P	2011-08-22	2012-11-09
150 SH AON PLC SHS CL A	P	2012-06-26	2012-11-09
300 SH ENSCO PLC SHS CLASS A	P	2012-01-12	2012-11-09

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)
34,618		34,575	43
72,304		15,317	56,987
24,802		8,926	15,876
105		22	83
35,988		621	35,367
70,510		3,647	66,863
59,081		51,731	7,350
24,328		19,892	4,436
36,096		19,647	16,449
31,863		26,954	4,909
17,044		16,528	516
11,363		11,059	304
74,461		47,920	26,541
32,214		20,173	12,041
50,623		35,647	14,976
93,338		90,792	2,546
53,793		51,695	2,098
16,854		17,288	-434
5,618		5,763	-145
43,289		41,199	2,090
36,404		35,505	899
55,785		55,371	414
174,362		133,661	40,701
75,686		123,753	-48,067
13,602		20,781	-7,179
10,023		14,925	-4,902
22,193		30,660	-8,467
15,750		33,752	-18,002
81,470		76,586	4,884
74,001		71,740	2,261

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)
74,001		71,740	2,261
11,351		11,019	332
5,676		5,319	357
5,676		5,269	407
21,890		21,903	-13
21,355		16,738	4,617
34,933		29,906	5,027
7,624		7,242	382
11,981		12,732	-751
80,600		75,265	5,335
47,854		35,573	12,281
10,557		10,927	-370
41,315		28,594	12,721
15,882		15,132	750
12,537		10,048	2,489
21,152		20,386	766
36,757		29,277	7,480
34,820		34,077	743
64,667		70,625	-5,958
79,590		85,101	-5,511
39,525		29,827	9,698
19,762		15,000	4,762
6,587		4,865	1,722
51,490		47,424	4,066
34,327		30,939	3,388
38,723		38,824	-101
44,255		42,553	1,702
58,195		55,082	3,113
21,162		21,437	-275
17,610		15,526	2,084

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)
70,439		70,268	171
88,511		68,581	19,930
105,000		104,900	100
80,413		85,108	-4,695
6,348		7,062	-714
4,232		5,051	-819
19,045		20,837	-1,792
54,926		59,699	-4,773
92,697		66,922	25,775
6,844		7,435	-591
28,648		22,734	5,914
5,371		4,258	1,113
53,715		40,970	12,745
30,083		30,275	-192
54,714		99,406	-44,692
15,958		27,481	-11,523
22,797		38,242	-15,445
69,860		71,989	-2,129
54,307		54,583	-276
41,620		2,036	39,584
45,276		38,956	6,320
40,407		652	39,755
23,207		32,106	-8,899
86,600		13,458	73,142
72,402		9,591	62,811
52,441		47,531	4,910
145,669		130,127	15,542
46,614		43,959	2,655
11,654		11,525	129
11,654		11,425	229

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)
52,441		50,815	1,626
46,614		45,858	756
17,480		17,015	465
93,228		92,522	706
46,614		46,845	-231
94,126		58,708	35,418
1,386		1,386	0
38,427		37,833	594
90,480		106,889	-16,409
4,425		5,208	-783
28,559		28,611	-52
5,712		5,722	-10
11,423		11,325	98
5,712		5,269	443
74,885		55,266	19,619
45,903		42,155	3,748
80,640		52,423	28,217
13,220		11,803	1,417
13,220		9,635	3,585
13,220		9,547	3,673
6,610		4,865	1,745
6,610		6,013	597
129,753		86,543	43,210
73,870		73,870	0
22,759		22,633	126
28,448		28,539	-91
142,241		131,733	10,508
28,448		26,146	2,302
34,138		30,939	3,199
113,793		103,676	10,117

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)
150,715		151,277	-562
35,167		35,298	-131
30,135		30,255	-120
150,674		150,856	-182
68,066		61,671	6,395
19,596		14,311	5,285
32,660		23,867	8,793
25,762		26,035	-273
57,614		55,000	2,614
64,507		62,035	2,472
54,116		51,102	3,014
1,393		1,393	0
36,605		36,449	156
45,936		42,689	3,247
466,506		459,422	7,084
10,367		10,414	-47
70,227		59,221	11,006
39,416		39,656	-240
99,184		99,141	43
17,563		21,376	-3,813
17,880		13,314	4,566
10,565		20,880	-10,315
102		177	-75
6,924		5,271	1,653
9,704		7,595	2,109
25,308		24,089	1,219
20		7	13
4,768		970	3,798
14,547		16,861	-2,314
5		3	2

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)
46,236		829	45,407
28,288		15,400	12,888
20,388		20,734	-346
3,337		2,493	844
6,806		5,571	1,235
24,077		1,124	22,953
23,454		22,766	688
20,460		13,657	6,803
14,353		9,229	5,124
8,885		8,476	409
16,323		16,488	-165
23,829		21,584	2,245
14,083		15,194	-1,111
12,151		12,474	-323
8,787		10,443	-1,656
7,993		9,079	-1,086
10,692		10,240	452
25,308		22,056	3,252
24,863		19,648	5,215
1,364		1,338	26
6,659		5,886	773
10,344		4,465	5,879
14,095		12,426	1,669
26,757		23,913	2,844
19,917		20,998	-1,081
10,825		12,549	-1,724
15,145		13,463	1,682
32,047		22,499	9,548
12,963		11,863	1,100
12,206		9,365	2,841

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)
32,821		1,369	31,452
16,248		17,985	-1,737
12,343		8,764	3,579
21,988		13,671	8,317
36,933		32,065	4,868
8,429		8,238	191
11,210		9,408	1,802
6,137		5,692	445
7,024		6,492	532
5,964		4,356	1,608
5,749		4,494	1,255
5,517		8,311	-2,794
12,550		13,720	-1,170
7,436		5,394	2,042
25,745		464	25,281
11,064		6,063	5,001
1,904		1,875	29
26,143		21,780	4,363
5,654		4,242	1,412
12,311		517	11,794
2,583		2,089	494
24,966		19,138	5,828
12,768		587	12,181
11,872		11,576	296
11,379		7,387	3,992
20,124		20,248	-124
4,940		5,256	-316
4,923		4,852	71
10,914		10,800	114
1,067		1,205	-138

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)
1,076		1,151	-75
9,327		8,828	499
17,839		15,321	2,518
1,045		981	64
13,715		13,815	-100
4,388		1,786	2,602
7,100		6,012	1,088
3,385		3,023	362
16,214		14,059	2,155
2,262		1,958	304
3,773		2,743	1,030
2,413		2,506	-93
6,135		5,544	591
8,691		6,518	2,173
6,679		274	6,405
5,405		5,897	-492
13,746		10,016	3,730
4,957		3,079	1,878
8,226		6,849	1,377
2,598		2,313	285
15,150		12,126	3,024
7,982		5,764	2,218
1,574		2,690	-1,116
4,193		6,958	-2,765
2,281		3,046	-765
8,796		6,427	2,369
4,618		5,183	-565
8,269		6,741	1,528
4,201		4,728	-527
8,406		9,026	-620

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)
7,196		5,394	1,802
3,627		66	3,561
9,664		9,373	291
13,340		11,365	1,975
13,070		566	12,504
13,595		10,559	3,036
10,520		490	10,030
3,939		3,859	80
5,764		3,694	2,070
12,494		13,205	-711
13,047		12,465	582
3,169		3,163	6
2,677		2,393	284
3,894		3,797	97
10,371		10,800	-429
10,520		11,461	-941
9,337		8,828	509
10,291		9,847	444
3,173		2,779	394
12,748		5,358	7,390
3,577		3,106	471
7,963		8,228	-265
10,559		7,675	2,884
11,771		12,529	-758
4,727		4,211	516
6,415		3,470	2,945
7,803		9,330	-1,527
6,700		6,147	553
6,193		5,691	502
3,861		3,769	92

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)
9,619		7,062	2,557
2,219		2,313	-94
11,092		456	10,636
3,486		3,907	-421
7,038		7,249	-211
8,017		5,132	2,885
8,337		6,849	1,488
16,715		14,206	2,509

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	
			43
			56,987
			15,876
			83
			35,367
			66,863
			7,350
			4,436
			16,449
			4,909
			516
			304
			26,541
			12,041
			14,976
			2,546
			2,098
			-434
			-145
			2,090
			899
			414
			40,701
			-48,067
			-7,179
			-4,902
			-8,467
			-18,002
			4,884
			2,261

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	
			2,261
			332
			357
			407
			-13
			4,617
			5,027
			382
			-751
			5,335
			12,281
			-370
			12,721
			750
			2,489
			766
			7,480
			743
			-5,958
			-5,511
			9,698
			4,762
			1,722
			4,066
			3,388
			-101
			1,702
			3,113
			-275
			2,084

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	
			171
			19,930
			100
			-4,695
			-714
			-819
			-1,792
			-4,773
			25,775
			-591
			5,914
			1,113
			12,745
			-192
			-44,692
			-11,523
			-15,445
			-2,129
			-276
			39,584
			6,320
			39,755
			-8,899
			73,142
			62,811
			4,910
			15,542
			2,655
			129
			229

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	
			1,626
			756
			465
			706
			-231
			35,418
			0
			594
			-16,409
			-783
			-52
			-10
			98
			443
			19,619
			3,748
			28,217
			1,417
			3,585
			3,673
			1,745
			597
			43,210
			0
			126
			-91
			10,508
			2,302
			3,199
			10,117

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	
			-562
			-131
			-120
			-182
			6,395
			5,285
			8,793
			-273
			2,614
			2,472
			3,014
			0
			156
			3,247
			7,084
			-47
			11,006
			-240
			43
			-3,813
			4,566
			-10,315
			-75
			1,653
			2,109
			1,219
			13
			3,798
			-2,314
			2

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	
			45,407
			12,888
			-346
			844
			1,235
			22,953
			688
			6,803
			5,124
			409
			-165
			2,245
			-1,111
			-323
			-1,656
			-1,086
			452
			3,252
			5,215
			26
			773
			5,879
			1,669
			2,844
			-1,081
			-1,724
			1,682
			9,548
			1,100
			2,841

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	
			31,452
			-1,737
			3,579
			8,317
			4,868
			191
			1,802
			445
			532
			1,608
			1,255
			-2,794
			-1,170
			2,042
			25,281
			5,001
			29
			4,363
			1,412
			11,794
			494
			5,828
			12,181
			296
			3,992
			-124
			-316
			71
			114
			-138

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	
			-75
			499
			2,518
			64
			-100
			2,602
			1,088
			362
			2,155
			304
			1,030
			-93
			591
			2,173
			6,405
			-492
			3,730
			1,878
			1,377
			285
			3,024
			2,218
			-1,116
			-2,765
			-765
			2,369
			-565
			1,528
			-527
			-620

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	
			1,802
			3,561
			291
			1,975
			12,504
			3,036
			10,030
			80
			2,070
			-711
			582
			6
			284
			97
			-429
			-941
			509
			444
			394
			7,390
			471
			-265
			2,884
			-758
			516
			2,945
			-1,527
			553
			502
			92

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	
			2,557
			-94
			10,636
			-421
			-211
			2,885
			1,488
			2,509

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
NEELY KOUNTZE 209 SOUTH 19TH STREET SUITE 151 OMAHA, NE 68102	PRESIDENT/TRUSTEE 0 00	0	0	0
MARY L KOUNTZE PO BOX 513 BOCA GRANDE, FL 33921	VICE PRESIDENT/TRUSTEE 0 00	0	0	0
JOHN Q BACHMAN 10250 REGENCY CIRCLE SUITE 300 OMAHA, NE 68114	SECRETARY/TRUSTEE 0 00	0	0	0
JOHN W WEBSTER 8805 INDIAN HILLS DRIVE SUITE 375 OMAHA, NE 68114	TREASURER/TRUSTEE 0 00	0	0	0
JAMES E LANDEN 1120 SOUTH 101 STREET OMAHA, NE 68124	TRUSTEE 0 00	0	0	0
TOWER KOUNTZE 12262 CONWAY ROAD ST LOUIS, MO 63141	TRUSTEE 0 00	0	0	0
W RUSSELL BOWIE III 4174 CHICAGO STREET OMAHA, NE 68131	TRUSTEE 0 00	0	0	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*				
BELLEVUE UNIVERSITY 1000 GALVIN ROAD SOUTH BELLEVUE,NE 68005	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
BIG BROTHERSBIG SISTERS OF THE MIDLANDS 10831 OLD MILL ROAD SUITE 400 OMAHA,NE 68154	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	2,500
BROWNELL-TALBOT SCHOOL 400 N HAPPY HOLLOW BLVD N OMAHA,NE 68132	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	37,500
CHILDRENS' HOSPITAL FOUNDATION 8401 WEST DODGE ROAD SUITE 160 OMAHA,NE 68114	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	15,000
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK,NY 10027	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
COMPLETELY KIDS 2566 ST MARYS AVENUE OMAHA,NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000
DOUGLAS COUNTY SEPARATE JUVENILE COURT 1445 K STREET LINCOLN,NE 685098910	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	7,000
EL MUSEO LATINO 4701 S 25TH STREET OMAHA,NE 681072728	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
FONTENELLE NATURE ASSOCIATION 1111 BELLEVUE BLVD N BELLEVUE,NE 68005	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
HABITAT FOR HUMANITY OF OMAHA INC 2204 AMES AVENUE OMAHA,NE 68110	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
HATTIE B MUNROE HOME 4420 DEWEY AVENUE OMAHA,NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
HEARTLAND HOPE MISSION 5210 S 21ST STREET OMAHA,NE 681072728	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
JOSLYN ART MUSEUM 2200 DODGE STREET OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
KEVIN O'CONNOR SCHOLARSHIP FUND INC C/O GREAT WESTERN BANK 9290 WEST DODGE ROAD OMAHA,NE 68114	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
LAURITZEN GARDENS 100 BANCROFT STREET OMAHA,NE 68108	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000

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*				
MADONNA SCHOOL 6402 N 71ST STREET OMAHA,NE 68104	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
MERRYMAKERS ASSOCIATION 11213 DAVENPORT STREET SUITE 201 OMAHA,NE 68154	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	2,500
METHODIST HOSPITAL FOUNDATION 8401 WEST DODGE ROAD SUITE 225 OMAHA,NE 68114	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	35,000
MID-AMERICA ARTS ALLIANCE 2679 FARNAM STREET SUITE 204 OMAHA,NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
MUSEUM OF NEBRASKA ART 2401 CENTRAL AVENUE KEARNEY,NE 68847	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	31,400
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA,NE 68134	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	75,000
NEBRASKA SHAKESPEARE FESTIVAL 2500 CALIFORNIA PLZ OMAHA,NE 681780133	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENTTO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	6,000
NORTHSTAR FOUNDATION 5076 AMES AVENUE OMAHA,NE 68104	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	150,000
OMAHA AREA YOUTH ORCHESTRA PO BOX 34518 OMAHA,NE 681340518	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	3,000
OMAHA CHILDREN'S MUSEUM 500 S 20TH STREET OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
OMAHA COMMUNITY PLAYHOUSE 6915 CASS STREET OMAHA,NE 681322696	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	40,000
OMAHA STREET SCHOOL 3223 N 45TH STREET OMAHA,NE 68104	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	3,000
OMAHA SYMPHONY 1605 HOWARD STREET OMAHA,NE 681022797	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
OPERA OMAHA 1625 FARNAM STREET 100 OMAHA,NE 681022100	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
OUTLOOK NEBRASKA INC 4125 S 72ND STREET OMAHA,NE 68127	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000

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*				
QUALITY LIVING INC 6404 N 70TH PLAZA OMAHA, NE 68104	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
RESCUE MISSION DBA OPEN DOOR MISSION 2828 N 23RD STREET EAST OMAHA, NE 68110	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
SALVATION ARMY 3612 CUMING STREET OMAHA, NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
SIENAFRANCIS HOUSE 1702 NICHOLAS STREET OMAHA, NE 68101	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
TEAMMATES MENTORING PROGRAM 6801 O STREET LINCOLN, NE 68510	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
THE NATURE CONSERVANCY 1025 LEAVENWORTH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
TRINITY CATHEDRAL 109 N 18TH STREET OMAHA, NE 68101	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
UNITED WAY OF THE MIDLANDS 1805 HARNEY STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
UNIVERSITY OF NEBRASKA FOUNDATION 2285 SOUTH 67TH STREET OMAHA, NE 68106	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
UNIVERSITY OF NEBRASKA LINCOLN 1400 R STREET LINCOLN, NE 68588	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
UNO SCHOLARSHIP - PLANETARIUM 6001 DODGE STREET OMAHA, NE 68182	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,500
UNO SCHOLARSHIP - SCIENCE 6001 DODGE STREET OMAHA, NE 68182	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
VISITING NURSES ASSOCIATION 1941 S 42ND STREET SUITE 200 OMAHA, NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	2,000
WHY ARTS INC 1030 S 111TH PLAZA OMAHA, NE 68154	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	2,000
Total . . . . ▶ 3a				801,400

TY 2012 Accounting Fees Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,986	2,986		0

TY 2012 General Explanation Attachment

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Identifier	Return Reference	Explanation
		GRANT REQUEST PROCEDURES GRANT REQUESTS SHOULD BE SUBMITTED IN THE FOLLOWING MANNER 1) A LETTER SUMMARY, ONE PAGE IN LENGTH TO ACQUAINT TRUSTEES WITH BASICS OF GRANT REQUEST2) A LETTER, NO MORE THAN 5 PAGES IN LENGTH, CONTAINING THE ESSENTIAL INFORMATION, I E PROJECT CONTEMPLATED, COST, SOURCE OF FUNDS, TIMELINE FOR IMPLEMENTATION, SPECIFIC AMOUNT OF THE GRANT REQUEST, HOW PROJECT WOULD BE CONTINUED AFTER GRANT PAYOUT, AND3) CURRENT ANNUAL OPERATING BUDGET, LATEST FINANCIAL STATEMENTS, INCLUDING MANAGEMENT LETTER FROM AUDITOR, IF ANY4) IRS RULING LETTER UNDER 501(C)(3) OR 509(A) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED THIS LETTER MUST INDICATE (AND THE ORGANIZATION MUST BE WILLING TO SIGN A GRANT AGREEMENT, IF OFFERED, DECLARING) THAT THE REQUESTING ORGANIZATION IS A) EXEMPT FROM FEDERAL INCOME TAXATION UNDER 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED AND B) NOT A PRIVATE FOUNDATION, AS DEFINED IN SECTION 509 OF SAID CODE 5) A STATEMENT OF THE THREE TOP MEASURABLE RESULTS YOU EXPECT TO ACCOMPLISH IF THIS GRANT IS APPROVED AND YOUR PROJECT GOES FORWARD AN ORIGINAL AND SEVEN (7) COPIES OF YOUR GRANT REQUEST AND ONE COPY OF ITEMS (2)-(5) SHOULD BE ADDRESSED TO THE UNDERSIGNED WE DO NOT ACCEPT FAX REQUESTS REQUESTS FOR GRANTS ARE CONSIDERED BY THE FULL BOARD OF TRUSTEES AT THEIR ANNUAL MEETING OR AT SPECIAL MEETINGS SOMETIMES HELD DURING THE YEAR GRANTS APPROVED MAY BE PAID IN ONE PAYMENT OR IN PAYMENTS OVER SEVERAL YEARS AS CASH BECOMES AVAILABLE PREFERENCE FOR CERTAIN PROGRAMS IS NOT A JUDGEMENT ON THE MERITS OF THOSE THAT ARE NOT SUPPORTED RATHER, IT IS A REFLECTION OF THE FOUNDATION'S BELIEF THAT ADHERENCE TO ITS PROGRAMS, WHICH ARE CAREFULLY STRUCTURED AND REGULARLY REVIEWED, LEADS TO EFFECTIVE USE OF ITS RESOURCES FOUNDATION CONTRIBUTIONS ARE MADE THE YEAR THE GRANT IS APPROVED AND ARE BASED ON THE FOUNDATION'S CALENDAR YEAR BUDGET ORGANIZATIONS ARE NOTIFIED IN WRITING OF THE BOARD'S DECISION REGARDING REQUESTS, USUALLY BY MAY 31ST OF THE FOLLOWING YEAR GRANT REQUESTS MUST BE POSTMARKED NO LATER THAN NOVEMBER 30 GILBERT M AND MARTHA H HITCHCOCK FOUNDATION P O BOX 31219OMAHA, NE 68131-0219402-345-0043

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135020443

TY 2012 Investments Corporate Bonds Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CHUBB CORP 6.800% 11/15/31	64,106	81,001
TOSCO CORP 8.125% 02/15/30	82,198	96,391
AMERICAN EXPRESS CO 6.800% 09/01/66	69,064	69,794
ALABAMA PWR CO 5.500% 10/15/17	71,278	83,712
CATERPILLAR INC 7.900% 12/15/18	55,901	74,605
DAYTON PWR & LT CO 5.125% 10/01/13	71,351	72,312
KIMBERLY CLARK CORP 6.125% 08/01/17	58,554	73,586
ACE INA HOLDINGS 5.900% 6/15/19	49,494	61,758
BANK NEW YORK 4.950% 3/15/15	37,432	38,160
ELECTRONIC DATA SYS 6.000% 8/01/13	76,491	71,763
JP MORGAN CHASE 6.125% 6/27/17	64,088	70,097
PNC FUNDING CORP .06875% 1/31/14	77,695	85,037
STANFORD LELAND JR 3.625% 5/01/14	70,615	72,993
STATE STR BK & TR .082938% 12/08/15	77,137	84,384
MEDTRONIC INC 3.000% 3/15/15	59,995	63,046
UBS PFD FDG TR V 6.243% 5/29/49	46,707	45,900
CA INC SR NT 5.625% DTD 11/18/04 DUE 12/01/14	50,105	49,039
CROWN CASTLE TOWERS LLC SRSEC CL 4.174% DUE 08/15/17	62,630	65,842
DOW CHEM CO NT 4.25% DUE 11/15/20	48,073	55,586
GENERAL ELEC CAP CORP 4.375% DUE 09/16/20	65,995	72,543
OCCIDENTAL PETE CORP SR NT 1.75% DUE 02/15/17	64,446	66,654
PACIFICORP 6.25% DUE 10/15/37	61,149	74,086
PRESIDENT&FELLOW HARVARD COLL 6.30% DUE 10/01/37	43,586	46,430
UNION PAC CORP NT 5.70% DUE 08/15/18	45,906	48,545
UNITED TECHNOLOGIES CORP NT 6.125% DUE 07/15/38	67,246	73,225
WAL MART STORES INC NT 5.625% DUE 04/15/41	67,961	72,027
WHIRLPOOL CORP MEDIUM TERM NTS 4.85% DUE 06/15/21	45,050	48,232
BB&T CORPORATION 2.15% DUE 03/22/2017	61,783	62,057
BANK AMER FDG CORP 5.65% DUE 05/01/2018	64,354	69,806
CITGROUP INC NT 4.45% DUE 01/10/2017	72,664	77,546

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DIRECTV HLDGS LLC SR NT 3.80% DUE 03/15/2022	56,067	56,741
GOLDMAN SACHS CAP I GTD 6.345% DUE 02/15/2034	62,649	62,279
HARTFORD FINL SVCS GROUP SR NT 4.00% DUE 10/15/2017	50,518	54,620
HELIOS LEASING I LLC SECD NT 2.018% DUE 05/29/2024	72,220	73,947
INTEL CORP SR NT 2.70% DUE 12/15/2022	54,765	54,923
INTERNATIONAL BUSINESS MACHINES SR NT 5.60% DUE 11/30/2039	67,125	64,441
METROPOLITAN LIFE 1.70% 6/29/2015	60,147	61,247
MORGAN STANLEY SR NT 3.80% DUE 04/29/2016	63,425	68,236
MOTOROLA SOLUTIONS SR NT 3.75% DUE 05/15/2022	51,343	51,086
PEPSICO INC SR NT 4.875% DUE 11/01/2040	60,693	58,476
PFIZER INC SR NT 6.20% DYE 03/15/2019	31,580	31,600
PRICOA GLBL FDG I VAR RATE DUE 06/24/2016	63,852	63,866
WELLS FARGO & CO PFD FLTG RATE DUE 02/28/2049	57,875	57,375

TY 2012 Investments Corporate Stock Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO - 1,725 SH	6,299	160,166
CHEVRON CORP - 2,025 SH	101,913	218,984
COCA-COLA CO - 6,150 SH	4,076	222,938
EXXON MOBIL CORP - 2,813 SH	29,668	243,465
GENERAL ELECTRIC CO - 6,747 SH	6,605	141,620
INTERNATIONAL BUSINESS MACHINES CORP - 536 SH	1,665	102,671
BB&T CORP - 2,512 SH	56,445	73,124
H J HEINZ CO - 2,719 SH	101,939	156,832
AIR PRODUCTS & CHEMICALS INC - 994 SH	57,292	83,516
JP MORGAN CHASE & CO - 3,807 SH	148,150	167,390
MEDTRONIC INC - 3,938 SH	144,687	161,537
MICROSOFT CORP - 4,442 SH	112,205	118,644
CISCO SYSTEMS INC - 5,381 SH	107,335	105,733
SOUTHERN CO - 2,063 SH	67,563	88,317
TEXAS INSTRUMENTS INC - 3,394 SH	75,798	104,841
AFLAC INC - 2,007 SHARES	114,606	106,612
COMCAST CORP CL A - 4,088 SHARES	82,618	152,728
PROCTER & GAMBLE CO - 2,456 SHARES	137,737	166,738
ABBOTT LABORATORIES - 700 SHARES	45,605	45,850
APACHE CORP - 600 SHARES	48,600	47,100
AVNET INC - 2,678 SHARES	63,757	81,974
GOLDMAN SACHS GROUP - 400 SHARES	48,555	51,024
JACOBS ENGINEERING GROUP INC - 2,588 SHARES	104,042	110,171
METLIFE INC - 3,435 SHARES	104,405	113,149
MOHAWK INDUSTRIES INC - 975 SHARES	34,830	88,208
US BANCORP 7.189% PFD	87,299	74,630
ALLEGHENY TECHNOLOGIES INC - 2,111 SHARES	101,204	64,090
BLACKROCK INC - 506 SHARES	85,020	104,595
FLOWSERVE CORP - 1,050 SHARES	112,074	154,140
ORACLE CORP - 5,269 SHARES	124,134	175,563

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PHILIP MORRIS INTERNATIONAL - 1,425 SHARES	65,929	119,187
NOVARTIS AG ADR - 3,131 SHARES	160,061	198,192
SCHLUMBERGER LTD - 1,107 SHARES	67,248	76,714
AES CORP COM - 5,062 SHARES	64,103	54,163
CITIGROUP INC COM - 2,381 SHARES	82,922	94,192
E M C CORP MASS COM - 4,811 SHARES	99,415	121,718
INTEL CORP COM - 4,560 SHARES	100,361	94,027
KOHLS CORP COM - 1,894 SHARES	102,278	81,404
LEAR CORP COM NEW - 2,081 SHARES	99,966	97,474
NIKE INC CL B - 2,130 SHARES	89,318	109,908
QUALCOMM INC COM - 2,003 SHARES	98,959	123,905
TEVA PHARMACEUTICAL INDS LTD ADR - 2,163 SHARES	80,602	80,766
TRAVELERS COS INC COM - 1,125 SHARES	56,343	80,798
US BANCORP DEL COM NEW - 3,199 SHARES	65,666	102,176
AON PLC SHS CL A - 1,984 SHARES	94,080	110,330
ENSCO PLC SHS CLASS A - 2,494 SHARES	122,533	147,844
APPLE INC - 280 SHARES	165,124	149,008
DENTSPLY INTL INC NEW - 2,557 SHARES	95,870	101,283
GENERAL MILLS INC - 2,970 SHARES	114,600	120,047
INTERCONTINENTALEXCHANGE INC - 502 SHARES	62,575	62,153
MCKESSON CORP - 949 SHARES	83,774	92,015
OMNICOM GROUP INC - 2,505 SHARES	124,818	125,150
POTASH CORP SASK INC - 1,406 SHARES	65,593	57,210
TOWERS WATSON & CO CL A - 1,815 SHARES	105,113	102,021
VARIAN MED SYS INC - 1,662 SHARES	96,369	116,739
AFLAC INC - 800 SHARES	44,818	42,496
AT&T INC - 1,000 SHARES	34,389	33,710
AMERICAN EXPRESS - 800 SHARES	44,840	45,984
APPLE INC - 100 SHARES	59,047	53,217
AUTOMATIC DATA PROCESSING INC - 900 SHARES	51,815	51,237

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY INC DEL - 500 SHARES	43,011	44,850
BLACKROCK INC - 200 SHARES	34,260	41,342
BOEING CO - 600 SHARES	43,655	45,216
CHEVRON CORP - 500 SHARES	19,641	54,070
COMCAST CORP - 1,000 SHARES	32,181	37,360
DANAHER CORP - 700 SHARES	36,709	39,130
DISNEY WALT CO - 900 SHARES	44,488	44,811
ECOLAB INC - 500 SHARES	34,740	35,950
EXPRESS SCRIPTS HLDG CO - 800 SHARES	49,263	43,200
EXXON MOBIL CORP - 600 SHARES	6,560	51,930
FISERV INC - 700 SHARES	52,356	55,321
GOOGLE INC CL A - 100 SHARES	68,204	70,738
HOME DEPOT INC - 800 SHARES	49,576	49,480
HONEYWELL INTERNATIONAL INC - 600 SHARES	37,229	38,082
INTERNATIONAL BUSINESS MACHINES CORP - 300 SHARES	23,844	57,465
INTERNATIONAL PAPER CO - 1,000 SHARES	35,466	39,840
JP MORGAN CHASE & CO - 1,000 SHARES	40,226	43,969
JOHNSON & JOHNSON - 600 SHARES	42,435	42,060
KIMBERLY CLARK CORP - 500 SHARES	41,874	42,215
MASTERCARD INC CL A - 100 SHARES	47,180	49,128
MCDONALDS CORP - 500 SHARES	43,180	44,105
MERCK & CO INC - 1,000 SHARES	45,471	40,940
MICROSOFT CORP - 1,700 SHARES	42,942	45,406
MONDELEZ INTL INC CL A - 1,400 SHARES	36,955	35,634
ORACLE CORP - 1,600 SHARES	37,159	53,312
PEPSICO INC - 500 SHARES	34,575	34,215
PFIZER INC - 1,700 SHARES	42,341	42,635
PHILIP MORRIS INTERNATIONAL - 400 SHARES	18,506	33,456
PROCTER & GAMBLE CO - 500 SHARES	26,321	33,945
QUALCOMM INC COM - 800 SHARES	40,896	49,488

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHLUMBERGER LTD - 700 SHARES	45,307	48,509
STERICYCLE INC - 400 SHARES	37,770	37,312
STRYKER CORP - 800 SHARES	41,989	43,856
UNION PAC CORP - 300 SHARES	37,027	37,716
UNITED TECHNOLOGIES CORP - 500 SHARES	39,454	41,005
VERIZON COMMUNICATIONS INC - 800 SHARES	35,444	34,616
WAL MART STORES INC - 500 SHARES	36,964	34,115
WALGREEN CO - 1,300 SHARES	36,414	38,861
WELLS FARGO & CO NEW - 1,300 SHARES	43,484	44,434

TY 2012 Investments Government Obligations Schedule

Name:	GILBERT M AND MARTHA H HITCHCOCK FOUNDATION
EIN:	47-6025723
US Government Securities - End of Year Book Value:	2,788,854
US Government Securities - End of Year Fair Market Value:	2,885,483
State & Local Government Securities - End of Year Book Value:	369,681
State & Local Government Securities - End of Year Fair Market Value:	415,023

TY 2012 Investments - Other Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
KINDER MORGAN ENERGY PARTNERS LP - 600 SHARES	AT COST	49,758	47,874

TY 2012 Other Expenses Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE EXPENSE	1,720	1,720		0
POSTAGE	1,000	1,000		0
MEMBERSHIPS	695	695		0
INSURANCE	1,604	1,604		0

TY 2012 Other Professional Fees Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	50,345	50,345		0

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TY 2012 Taxes Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,413	4,413		0
FEDERAL INCOME TAXES	24,013	24,013		0