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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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

, and ending

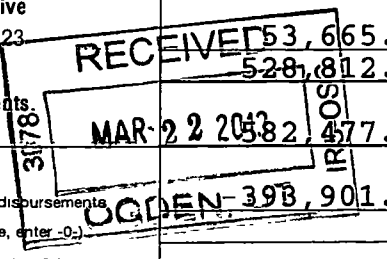
Name of foundation <b>Rogers Foundation</b>		A Employer identification number <b>47-6026897</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1311 M Street, Suite A</b>	Room/suite	B Telephone number <b>(402) 477-3725</b>
City or town, state, and ZIP code <b>Lincoln, NE 68508-2539</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 10,203,709.</b> (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		91.	91.		Statement 1
4 Dividends and interest from securities		460,653.	455,013.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-284,874.			
b Gross sales price for all assets on line 6a		1,282,459.			
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income		12,706.	210.		Statement 3
12 Total. Add lines 1 through 11		188,576.	455,314.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		30,729.	15,364.		15,365.
c Other professional fees					
17 Interest					
18 Taxes Stmt 5		9,167.	0.		0.
19 Depreciation and depletion					
20 Occupancy		6,600.	6,600.		0.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		7,169.	6,853.		316.
24 Total operating and administrative expenses. Add lines 13 through 23		53,665.	28,817.		15,681.
25 Contributions, gifts, grants paid		528,812.			528,812.
26 Total expenses and disbursements. Add lines 24 and 25		582,477.	28,817.		544,493.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		398,901.			
b Net investment income (if negative, enter -0-)			426,497.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

 SCANNED MAR 29 2013  
 Operating and Administrative Expenses


17P

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	530,458.	807,120.	807,120.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use	6,000.	6,000.	6,000.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 7	1,367,164.	1,120,901.	1,177,638.
	b Investments - corporate stock Stmt 8	2,151,163.	2,158,731.	5,977,091.
	c Investments - corporate bonds Stmt 9	1,794,672.	1,394,450.	1,522,920.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 10	-160,989.	-192,953.	712,940.	
14 Land, buildings, and equipment: basis ▶ 1,894.				
Less accumulated depreciation Stmt 11 ▶ 1,894.				
15 Other assets (describe ▶)	27.	0.	0.	
<b>16 Total assets (to be completed by all filers)</b>	<b>5,688,495.</b>	<b>5,294,249.</b>	<b>10,203,709.</b>	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶ <b>Excise tax payable</b> )	0.	530.	
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>530.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	2,444,233.	2,444,233.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	3,244,262.	2,849,486.		
<b>30 Total net assets or fund balances</b>	<b>5,688,495.</b>	<b>5,293,719.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>5,688,495.</b>	<b>5,294,249.</b>		

**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	5,688,495.
2 Enter amount from Part I, line 27a	2	-393,901.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,294,594.
5 Decreases not included in line 2 (itemize) ▶ <b>Nondeductible Partnership expenses</b>	5	875.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>5,293,719.</b>

**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.)
<b>1a</b>			
<b>b</b> See Attached Statements			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 1,282,459.		1,567,333.	-284,874.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			-284,874.

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	-284,874.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	503,329.	11,042,192.	.045582
2010	460,165.	10,218,987.	.045030
2009	546,706.	9,296,407.	.058808
2008	546,548.	11,102,546.	.049227
2007	546,554.	12,659,988.	.043172

2 Total of line 1, column (d)	2	.241819
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	.048364
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,385,399.
5 Multiply line 4 by line 3	5	550,643.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,265.
7 Add lines 5 and 6	7	554,908.
8 Enter qualifying distributions from Part XII, line 4	8	544,493.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,530.
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	8,530.
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	8,530.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,000.	
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	8,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	530.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Rex Marquart</u> Telephone no. ► <u>402-477-3725</u> Located at ► <u>1311 M Street, Suite A, Lincoln, NE</u> ZIP+4 ► <u>68508</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(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)?

☐ 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)?

N/A

**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?

N/A

☐ 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****X**

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?

N/A

**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.

(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
Rex Marquart 4130 Normal Blvd Lincoln, NE 68506	President & Treasurer	4.00	0.	0.
Kuulei M Marquart 4130 Normal Blvd Lincoln, NE 68506	Vice-President & Secretary	1.00	0.	0.
Mary Kay Jones 1311 M Street Lincoln, NE 68508	Vice-President	1.00	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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 X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	11,079,478.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	479,303.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	11,558,781.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	11,558,781.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	173,382.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,385,399.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	569,270.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	569,270.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	8,530.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	8,530.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	560,740.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	560,740.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	560,740.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	544,493.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	544,493.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	544,493.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				560,740.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			528,334.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 544,493.				
<b>a</b> Applied to 2011, but not more than line 2a			528,334.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				16,159.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				544,581.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

N/A

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

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

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

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

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

None

- 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.

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

**See Statement 12**

- 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
<b>a Paid during the year</b>				
Alzheimers Association 5601 South 27th Street, Ste 201 Lincoln, NE 68512	None	Exempt	Charitable Contribution	15,000.
American Lung Association 215 Centennial Mall South Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Angels Among Us 11918 Poppleton Plaza - #2 Omaha, NE 68144	None	Exempt	Charitable Contribution	5,000.
Axtell Volunteer Fire & Rescue P.O. Box 96 Axtell, NE 68924	None	Exempt	Charitable Contribution	6,000.
Boy Scouts of American - Cornhusker Council 600 S. 120th Street, P.O. Box 269 Walton, NE 68461	None	Exempt	Charitable Contribution	5,000.
<b>Total</b>	<b>See continuation sheet(s)</b>			<b>528,812.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>0.</b>





**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	FED HOME LN MTG CORP	P		02/15/12
b	FEDERAL HOME LOAN MTG CORP	P		03/15/12
c	LEHMAN BROS HLDGS INC	P		04/17/12
d	FEDERAL NATL MTG ASSN	P		07/20/12
e	FEDERAL HOME LOAN BANK	P	03/28/12	09/28/12
f	JOHN HANCOCK SIGNATURE	P		09/17/12
g	AMERICAN EXPRESS CENTURION MTN	P		10/17/12
h	PRUDENTIAL FINL INC	P		12/27/12
i	AES CORP	P		10/25/12
j	BANK OF AMERICA	P		10/25/12
k	CITIGROUP INC	P		10/25/12
l	FRONTIER COMMUNICATIONS CORP COM	P		10/25/12
m	GREAT PLAINS ENERGY INC	P		10/25/12
n	LSI LOGIC CORP	P		10/25/12
o	RAYTHEON CO	P		10/25/12

(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	100,000.		100,006.	-6.
b	145,000.		145,006.	-6.
c	14,830.		150,005.	-135,175.
d	200,000.		200,006.	-6.
e	115,385.		115,518.	-133.
f	150,000.		150,005.	-5.
g	100,000.		100,212.	-212.
h	250,000.		250,005.	-5.
i	70,538.		85,725.	-15,187.
j	6,799.		34,181.	-27,382.
k	81,650.		61,284.	20,366.
l	2,530.			2,530.
m	9,809.		142,476.	-132,667.
n	765.		1,365.	-600.
o	3,405.		991.	2,414.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-6.
b			-6.
c			-135,175.
d			-6.
e			-133.
f			-5.
g			-212.
h			-5.
i			-15,187.
j			-27,382.
k			20,366.
l			2,530.
m			-132,667.
n			-600.
o			2,414.

- 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 }
- 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).  
If (loss), enter "-0-" in Part I, line 8 }

2

3

**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 WHIRLPOOL CORP		P		10/25/12
b Capital Gain from passthrough AllianceBernstein H		P		12/31/12
c Capital Gain from passthrough AllianceBernstein H		P		12/31/12
d Section 1231 Gain from passthrough Kinder Morgan		P		12/31/12
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 28,317.		30,548.	-2,231.
b 322.			322.
c 889.			889.
d 2,220.			2,220.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,231.
b			322.
c			889.
d			2,220.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-284,874.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A



**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
Bright Lights, Inc 5561 South 48th Street, Ste 206 Lincoln, NE 68506	None	Exempt	Charitable Contribution	25,000.
Bryan LGH Foundation 1600 S 48th Street Lincoln, NE 68506	None	Exempt	Charitable Contribution	11,000.
Capital Humane Society 2320 Park Blvd. Lincoln, NE 68502	None	Exempt	Charitable Contribution	15,000.
Cedars Home for Children Foundation 6601 Pioneers Blvd. Lincoln, NE 68521	None	Exempt	Charitable Contribution	10,000.
Center for People in Need, Inc. 3901 N 27th Street, Unit 1 Lincoln, NE 68521	None	Exempt	Charitable Contribution	10,000.
Child Advocacy Center 233 South 10th Street Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Christian Heritage Children's Home 14880 Old Cheney Road, Box 245 Walton, NE 68461	None	Exempt	Charitable Contribution	15,000.
City Impact Reading Center 400 N 27th Street Lincoln, NE 68503	None	Exempt	Charitable Contribution	10,000.
Clinic with a Heart, Inc. PO Box 22851 Lincoln, NE 68542	None	Exempt	Charitable Contribution	5,000.
Contributions from Passthrough K-1 AllianceBernstein Holding LP 1345 Avenue of the Americas New York, NY 10105	None	Exempt	Charitable Contribution	12.
<b>Total from continuation sheets</b>				<b>487,812.</b>

**Part XV** , **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
Crohn's Colitis Foundation of American - NE Chapter 8031 W Center Road, Ste 322 Omaha, NE 68124	None	Exempt	Charitable Contribution	2,500.
Culver Military Academy 1300 Academy Road Culver, IN 46511	None	Exempt	Charitable Contribution	10,000.
Emma Willard Foundation 285 Pawling Avenue Troy, NY 12180	None	Exempt	Charitable Contribution	10,000.
Food Bank of Lincoln 4840 Doris Bair Circle, Ste A Lincoln, NE 68504	None	Exempt	Charitable Contribution	20,000.
Friendship Home PO Box 85358 Lincoln, NE 68501	None	Exempt	Charitable Contribution	12,500.
Girl Scouts Spirit of Nebraska 8230 Beechwood Dr. Lincoln, NE 68510	None	Exempt	Charitable Contribution	5,000.
Good Neighbor Community Center 2617 'Y' Street Lincoln, NE 68503	None	Exempt	Charitable Contribution	10,000.
Immanuel Community Foundation - The Landing 6757 Newport Ave. - Ste. 200 Omaha, NE 68152	None	Exempt	Charitable Contribution	6,000.
Johnson County Hospital Foundation 202 High St. Tecumseh, NE 68450	None	Exempt	Charitable Contribution	7,500.
Kearney County Health Services PO Box 147 Minden, NE 68959	None	Exempt	Charitable Contribution	5,800.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
La Pointe Community Clinic, Inc. PO Box 86 La Pointe, WI 54850	None	Exempt	Charitable Contribution	5,000.
Leadership Lincoln, Inc. 920 O Street Ste. 300 Lincoln, NE 68508	None	Exempt	Charitable Contribution	2,500.
Lighthouse 2530 'N' Street Lincoln, NE 68510	None	Exempt	Charitable Contribution	10,000.
Lincoln Crisis Pregnancy Center 4247 O Street Lincoln, NE 68510	None	Exempt	Charitable Contribution	10,000.
Lincoln Municipal Band 216 North 11st Street, Ste 202 Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Lincoln Women's Chamber of Commerce 237 S. 70th Street, Ste 206 Lincoln, NE 68510	None	Exempt	Charitable Contribution	2,500.
Lincoln/Lancaster County Crime Stoppers, Inc P.O. Box 82474 Lincoln, NE 68501	None	Exempt	Charitable Contribution	15,000.
LUX Center for the Arts 2601 N. 48th Street Lincoln, NE 68504	None	Exempt	Charitable Contribution	10,000.
Madonna Foundation 2200 South 52nd Street Lincoln, NE 68506	None	Exempt	Charitable Contribution	20,000.
Matt Talbot Kitchen 1911 'R' Street Lincoln, NE 68508	None	Exempt	Charitable Contribution	22,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
Mayo Clinic Foundation 200 First Street SW Rochester, MN 55905	None	Exempt	Charitable Contribution	10,000.
Milkworks 5930 South 58th Street, Ste W Lincoln, NE 68516	None	Exempt	Charitable Contribution	10,000.
Mourning Home 4919 Baldwin Ave Lincoln, NE 68504	None	Exempt	Charitable Contribution	10,000.
Nebraska Brass 216 No 11th Street, Ste 202 Lincoln, NE 68508	None	Exempt	Charitable Contribution	5,000.
Nebraska Children and Families Foundation 215 Centennial Mall South-Ste. 200 Lincoln, NE 68508	None	Exempt	Charitable Contribution	10,000.
Nebraska Jazz Orchestra 216 No 11th Street, Ste 202 Lincoln, NE 68508	None	Exempt	Charitable Contribution	5,000.
Nebraska Trumpet Ensemble 315 S. 9th Street-Ste 110 Lincoln, NE 68508	None	Exempt	Charitable Contribution	2,000.
People's City Mission 110 'Q' Street Lincoln, NE 68508	None	Exempt	Charitable Contribution	11,000.
Southeast Community College Ed. Foundation 301 S. 68th St. Pl. Lincoln, NE 68510	None	Exempt	Charitable Contribution	5,000.
Spring Creek Prairie Audubon Center PO Box 117 Denton, NE 68339	None	Exempt	Charitable Contribution	10,000.
<b>Total from continuation sheets</b>				

**Part XV** . **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
St. Elizabeth Foundation 6900 L Street, Ste 100 Lincoln, NE 68510	None	Exempt	Charitable Contribution	10,000.
Tabitha Foundation 4720 Randolph Street Lincoln, NE 68510	None	Exempt	Charitable Contribution	25,000.
The Groundwater Foundation PO Box 22558 Lincoln, NE 68542	None	Exempt	Charitable Contribution	7,500.
The Salvation Army 2625 Potter Street Lincoln, NE 68503	None	Exempt	Charitable Contribution	25,000.
Univ. of NE Foundation 1010 Lincoln Mall - Ste 300 Lincoln, NE 68508	None	Exempt	Charitable Contribution	25,000.
Upland FACES Rally 2011 573 Belfield Street Upland, NE 68981	None	Exempt	Charitable Contribution	5,000.
Volunteer Partners 215 Centennial Mall Ste 340 Lincoln, NE 68508	None	Exempt	Charitable Contribution	5,000.
<b>Total from continuation sheets</b>				

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
First Bank and Trust Company	91.
Total to Form 990-PF, Part I, line 3, Column A	91.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Interest and Dividends from Ameritas Investments	17,767.	0.	17,767.
Interest and Dividends from passthrough K-1 AllianceBernstein Holding LP	167.	0.	167.
Interest and Dividends from passthrough K-1 Kinder Morgan Energy Partners LP	1,761.	0.	1,761.
Interest and Dividends from Smith Hayes Financial Services	439,200.	0.	439,200.
Interest and Dividends from Union Bank & Trust Co	1,758.	0.	1,758.
Total to Fm 990-PF, Part I, ln 4	460,653.	0.	460,653.

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Form 990-PF Other Income Statement 3

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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Settlement Income	210.	210.	
Kinder Morgan Energy Partners LP	17,291.	0.	
AllianceBernstein Holding LP	-4,795.	0.	
Total to Form 990-PF, Part I, line 11	12,706.	210.	

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Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
R.H. Rogers Investment Co.	27,644.	13,822.		13,822.
Dana F. Cole and Company LLP	3,085.	1,542.		1,543.
To Form 990-PF, Pg 1, ln 16b	30,729.	15,364.		15,365.

Form 990-PF	Taxes			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax expense	637.	0.		0.
Excise tax expense	8,530.	0.		0.
To Form 990-PF, Pg 1, ln 18	9,167.	0.		0.

Form 990-PF	Other Expenses			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office supplies and postage	401.	201.		200.
Telephone	232.	116.		116.
Investment fees	647.	647.		0.
Insurance	930.	930.		0.
Oil Recovery Tax Credit	4,959.	4,959.		0.
To Form 990-PF, Pg 1, ln 23	7,169.	6,853.		316.

Form 990-PF	U.S. and State/City Government Obligations			Statement	7
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
Saunders Cnty NE Sch Dist No 1		X	121,656.	128,402.	
Univ of NE Rev Bonds		X	155,797.	163,497.	
Federal Home Ln Mtg Corp	X		251,887.	253,566.	
Federal Natl Mtg Assn	X		0.	0.	
Federal Home Loan Banks	X		0.	0.	
LINCOLN NEB WEST HAYMARKET		X	100,006.	109,335.	
LINCOLN NEB WEST HAYMARKET		X	97,803.	109,766.	
LANCASTER COUNTY NEB SCH DIST NO 001		X	95,000.	105,910.	
DOUGLAS COUNTY NEB SCH DIST NO 059		X	100,000.	103,760.	
RALSTON NEB TAXABLE-ARENA-SER A		X	198,752.	203,402.	
Total U.S. Government Obligations			251,887.	253,566.	
Total State and Municipal Government Obligations			869,014.	924,072.	
Total to Form 990-PF, Part II, line 10a			1,120,901.	1,177,638.	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
1452 Shares Vodafone Group PLC	3,815.	36,576.		
11984 Shares BP Amoco PLC	47,969.	499,014.		
22000 Shares Citigroup Inc	0.	0.		
4950 Shares Dow Chemical Company	74,817.	160,029.		
4000 Shares Edison International	36,875.	180,760.		
12000 Shares Exxon Mobile Corp	41,675.	1,038,600.		
5920 Shares JP Morgan Chase & Co	24,850.	260,296.		
2350 Shares OGE Energy Corp	49,637.	132,329.		
12000 Shares Altria Group	61,085.	377,280.		
5533 Shares Potlatch Corporation	116,083.	217,394.		
2100 Pepco Hldgs Inc	50,082.	41,181.		
2624 Shares Universal Manufacturing Co.	17,056.	16,006.		
9874 Shares Aegon NV Ord	46,995.	64,941.		
63 Shares Raytheon Co	0.	0.		
603 Shares Centurylink	29,907.	23,589.		
2346 Shares Verizon Communications	19,914.	101,511.		
6600 Shares AES Corp	0.	0.		
8000 Shares Citigroup Capital VIII	200,001.	201,520.		
6500 Shares National Fuel Gas Co	149,502.	329,485.		
1256 Shares St Paul Travelers Inc	4,166.	90,206.		
735 Shares Bank of America	0.	0.		



15675 Shares AT&T Corp New	132,284.	528,404.
334 Shares Whirlpool Corp	0.	0.
54864 Shares Windstream	40,044.	454,274.
250000 PRUDENTIAL FINL INC	0.	0.
127 LSI LOGIC CORP	0.	0.
2768 KRAFT FOODS INC	6,704.	125,861.
5000 BARCLAY'S BK	125,000.	125,900.
445 Great Plains Energy Inc	0.	0.
7500 General Electric Co	253,716.	157,425.
2750 Shares BRISTOL MYERS SQUIBB	91,502.	89,623.
2000 Shares DU PONT E I DE NEMOURS & CO	90,611.	89,958.
FRANKLIN INCOME CLASS A	250,006.	243,478.
1300 Shares JOHNSON & JOHNSON	91,513.	91,130.
8304 Shares MONDELEZ INTL INC COM	12,411.	211,362.
2100 Shares PEPSICO INC	90,511.	88,959.
Total to Form 990-PF, Part II, line 10b	2,158,731.	5,977,091.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
John Hancock Signature	0.	0.
GE Capital Internotes	100,005.	112,221.
American Express Centurion Mtn	0.	0.
US Bank Natl Assn	99,224.	107,520.
Wells Fargo Bank Ntl Assn	96,733.	107,410.
MBNA Corp	201,039.	216,268.
Anheuser Busch Cos Inc	96,820.	114,412.
Tennessee Valley Auth	95,006.	95,864.
General Electric Co	102,475.	117,915.
GE Capital Internotes	300,005.	334,536.
GE Capital Internotes	100,005.	100,134.
Lehman Bros Holdings	0.	0.
Burlington Northern Santa Fe	103,133.	115,276.
Goldman Sachs Bank USA	100,005.	101,364.
Total to Form 990-PF, Part II, line 10c	1,394,450.	1,522,920.

Form 990-PF	Other Investments	Statement	10
Description	Valuation Method	Book Value	Fair Market Value
2450 Units AllianceBernstein Holding LP	COST	39,435.	42,704.
8400 Units Kinder Morgan Energy Partners	COST	-232,388.	670,236.
Total to Form 990-PF, Part II, line 13		-192,953.	712,940.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	11
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Copier	288.	288.	0.
Typewriter & File Cabinet	1,059.	1,059.	0.
Furnishings	440.	440.	0.
Manager chair	107.	107.	0.
Total To Fm 990-PF, Part II, ln 14	1,894.	1,894.	0.

Form 990-PF

Grant Application Submission Information  
Part XV, Lines 2a through 2d

Statement 12

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Name and Address of Person to Whom Applications Should be Submitted

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Mr. Rex A. Marquart  
1311 M Street, Suite A  
Lincoln, NE 68508

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Telephone Number

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(402) 477-3725

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Form and Content of Applications

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A proposal including a plan of the project or program, all activities, all objectives, benefits to whom, how, where, when and why should be included. The total cost of the project along with the amount requested from us should be included along with a listing of other sources approached to fund the project and those sources responses. In addition, the latest annual statement, budget for the current year, present sources of income, a copy of the IRS Exempt Status Letter and a listing of the members of the Board of Directors should be included.

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Any Submission Deadlines

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None

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Restrictions and Limitations on Awards

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None