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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning**, 2012, and ending**

Name of foundation Mark T. and Margaret Lowe Seacrest Family Charitable Fdn.		A Employer identification number 91-1765877
Number and street (or P O box number if mail is not delivered to street address) c/o D.R. Stogsdill, 233 S. 13th St.	Room/suite 1900	B Telephone number (see the instructions) (402) 488-5678
City or town Lincoln	State ZIP code NE 68508-2095	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"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,811,117.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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) (see instructions))		(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. (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	45,009.	45,009.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	368,394.			
	b Gross sales price for all assets on line 6a	1,082,490.			
	7 Capital gain net income (from Part IV, line 2)		368,394.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	413,403.	413,403.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	1,784.	1,784.		
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	8,309.	8,309.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs) Foreign Tax	294.	294.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	10,387.	10,387.		
	25 Contributions, gifts, grants paid	66,906.			66,906.
26 Total expenses and disbursements. Add lines 24 and 25	77,293.	10,387.		66,906.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	336,110.				
b Net investment income (if negative, enter -0-)		403,016.			
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		17,503.	47,334.	47,334.
	2	Savings and temporary cash investments				
	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 instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt		1,135,892.	1,442,104.	1,763,783.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
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)		1,153,395.	1,489,438.	1,811,117.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
FUNDED ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		1,153,395.	1,489,438.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		1,153,395.	1,489,438.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,153,395.	1,489,438.	

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	1,153,395.
2	Enter amount from Part I, line 27a	2	336,110.
3	Other increases not included in line 2 (itemize) <u>Items posted in current period belonging to prior period</u>	3	762.
4	Add lines 1, 2, and 3	4	1,490,267.
5	Decreases not included in line 2 (itemize) <u>Items posted in future period belonging to current period</u>	5	829.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,489,438.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a Long Term Capital Gain	P	various	various
b Long Term Capital Gain Dividend	P	various	various
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 1,077,895.		714,096.	363,799.
b 4,595.		0.	4,595.
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	363,799.
b 0.	0.	0.	4,595.
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	368,394.
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	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	47,000.	1,538,396.	0.030551
2010	32,976.	740,153.	0.044553
2009	42,058.	688,981.	0.061044
2008	46,927.	831,611.	0.056429
2007	42,520.	954,992.	0.044524

2 Total of line 1, column (d)	2	0.237101
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	0.047420
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,798,436.
5 Multiply line 4 by line 3	5	85,282.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,030.
7 Add lines 5 and 6	7	89,312.
8 Enter qualifying distributions from Part XII, line 4	8	66,906.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,060.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,060.
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	8,060.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	253.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	253.	
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	7,807.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Mark L. Seacrest</u> Telephone no <u>(402) 474-6900</u> Located at <u>233 S. 13th St., #1900 Lincoln, NE</u> ZIP + 4 <u>68508-2095</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 <input type="checkbox"/>	1 b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b

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).

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870

x

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
Nancy S. Wright 2708 Castle Glen Dr. Castle Pines CO 80108	Co-Trustee 2.00	0.	0.	0.
Mark L. Seacrest 5201 Carlisle Ct. Lincoln NE 68516	Co-Trustee 2.00	0.	0.	0.
John C. Seacrest 4810 Larkwood Rd. Lincoln NE 68516	Co-Trustee 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

None

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		None

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 instructions	
3	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	1,796,792.
b	Average of monthly cash balances	1 b	29,031.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,825,823.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,825,823.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	27,387.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,798,436.
6	Minimum investment return. Enter 5% of line 5	6	89,922.

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	89,922.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	8,060.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	8,060.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	81,862.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	81,862.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	81,862.

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	1 a	66,906.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	0.
b	Cash distribution test (attach the required schedule)	3 b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	66,906.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	66,906.

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				81,862.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			66,906.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 \$ 66,906.				
a Applied to 2011, but not more than line 2a			66,906.	
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				0.
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				
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				81,862.
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	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

BAA

Form 990-PF (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 | | | | <input type="checkbox"/> 4942(j)(3) or | <input type="checkbox"/> 4942(j)(5) |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 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 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:

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

- c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Refer to attached Exhibit Lincoln NE 68508		Refer to Attached Exhibit	Refer to Attached Exhibit	66,906.
Total			▶ 3 a	66,906.
b Approved for future payment				
Total			▶ 3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	45,009.	
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	368,394.	
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)				413,403.	
13 Total. Add line 12, columns (b), (d), and (e)				13	413,403.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Cline Williams Law P	Legal Services	1,784.	1,784.		

Total 1,784. 1,784.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Union Bank & Trust C	Management fees	8,309.	8,309.		

Total 8,309. 8,309.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Union Bank & Trust Co., #8293	1,442,104.	1,763,783.
Total	<u>1,442,104.</u>	<u>1,763,783.</u>

Supporting Statement of:**Form 990-PF, p2/Line 1(a)**

Description	Amount
Union Bank acct #8293	17,503.
Total	17,503.

Mark T. & Margaret L. Seacrest Family Charitable FDN Agy

Account #: 8293

Tax Worksheet: From 1/1/2012 to 12/31/2012

Trust Category: Man. Agy (individual)

Dates Open: 8/29/2001 to Present

Trust Year End: December

Date Printed: 02/05/2013

Admin Officer: Kim Munnis

Invest Officer: Frank Savage

Tax State: Nebraska

Tax ID: 91-1765877

Capital Gains and Losses

Individual Transactions

Long-Term

Long-Term	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
Danaher Corp	235851102	1,400 000000	08/05/2003	07/17/2012	3,269	0 00	71,008 36	-25,387 60	0 00	45,620 76	Sold 1,400 shares @ \$50 7714
EMC Corp / Mass	268648102	1,500 000000	01/11/2008	07/17/2012	1,649	0 00	34,199 23	-24,168 30	0 00	10,030 93	Sold 1,500 shares @ \$22 8500
Exxon Mobil Corp	30231G102	500 000000	04/12/2002	07/17/2012	3,749	0 00	42,749 04	-21,025 00	0 00	21,724 04	Sold 500 shares @ \$85 5500
Nucor Corp	670346105	1,500 000000	05/04/2005	07/17/2012	2,631	0 00	57,279 51	-39,420 00	0 00	17,859 51	Sold 1,500 shares @ \$38 2372
Oracle Corp	68389X105	1,500 000000	01/23/2002	07/17/2012	3,828	0 00	44,744 00	-25,275 00	0 00	19,469 00	Sold 1,500 shares @ \$29 8800
Oracle Corp	68389X105	500 000000	01/31/2007	07/17/2012	1,994	0 00	14,914 66	-8,550 00	0 00	6,364 66	Sold 500 shares @ \$29 8800
Questar Corp	748356102	1,082 000000	12/01/2005	07/17/2012	2,420	0 00	21,920 82	-13,275 88	0 00	8,644 94	Sold 1,082 shares @ \$20 3100
Ross Stores Inc	778296103	600 000000	04/12/2002	07/17/2012	3,749	0 00	41,485 95	-5,730 00	0 00	35,755 95	Sold 600 shares @ \$69 1948
Ross Stores Inc	778296103	564 000000	05/06/2003	07/17/2012	3,360	0 00	38,996 80	-5,422 86	0 00	33,573 94	Sold 564 shares @ \$69 1948
Vanguard GNMA Admiral Shares #536	922031794	9,895 580000	11/09/2001	07/18/2012	3,904	0 00	109,741 98	-104,794 20	0 00	4,947 78	Sold 9,895 58 shares @ \$11 0900
Vanguard GNMA Admiral Shares #536	922031794	1,457 726000	12/17/2001	07/18/2012	3,866	0 00	16,166 18	-15,000 00	0 00	1,166 18	Sold 1,457 726 shares @ \$11 0900
Vanguard GNMA Admiral Shares #536	922031794	2,380 952000	05/22/2002	07/18/2012	3,710	0 00	26,404 76	-25,000 00	0 00	1,404 76	Sold 2,380 952 shares @ \$11 0900
Vanguard GNMA Admiral Shares #536	922031794	3,752,345000	08/01/2002	07/18/2012	3,639	0 00	41,613 51	-40,000 00	0 00	1,613 51	Sold 3,752 345 shares @ \$11 0900
Vanguard GNMA Admiral Shares #536	922031794	2,790 698000	10/03/2002	07/18/2012	3,576	0 00	30,948 84	-30,000 00	0 00	948 84	Sold 2,790 698 shares @ \$11 0900
Vanguard GNMA Admiral Shares #536	922031794	1,855 288000	03/10/2003	07/18/2012	3,418	0 00	20,575 14	-20,000 00	0 00	575 14	Sold 1,855 288 shares @ \$11 0900
Vanguard GNMA Admiral Shares #536	922031794	3,710 575000	03/10/2003	07/18/2012	3,418	0 00	41,150 28	-40,000 00	0 00	1,150 28	Sold 3,710 575 shares @ \$11 0900
Fidelity Adv Equity/Income Instl Cl #80	315808105	2,582 853000	11/15/2001	07/18/2012	3,898	0 00	65,087 90	-62,556 71	0 00	2,531 19	Sold 2,582 853 shares @ \$25 2000
Vanguard Strategic Equity Fund #114	922038104	4,855 584000	03/30/2006	07/18/2012	2,302	0 00	97,208 79	-116,145 56	0 00	-18,936 77	Sold 4,855 584 shares @ \$20 0200

Mark T. & Margaret L. Seacrest Family Charitable FDN Agy

Account #: 8293

Tax Worksheet: From 1/1/2012 to 12/31/2012

Trust Category: Man. Agcy (individual)
 Dates Open: 8/29/2001 to Present
 Trust Year End: December
 Date Printed: 02/05/2013

Admin Officer: Kim Munnis
 Invest Officer: Frank Savage
 Tax State: Nebraska
 Tax ID: 91-1765877

Capital Gains and Losses

Individual Transactions

Long-Term		Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
Danaher Corp	Cusip 235851102	500 000000	08/05/2003	10/12/2012	3,356	0 00	28,069 37	-9,067 00	0 00	19,002 37	Sold 500 shares @ \$56 1900
Ecolab Inc	278865100	500 000000	12/20/1991	10/12/2012	7,602	0 00	32,053 28	-1,730 27	0 00	30,323 01	Sold 500 shares @ \$64 1580
Nucor Corp	670346105	353 000000	06/05/2003	10/12/2012	3,417	0 00	13,777 28	-4,315 27	0 00	9,462 01	Sold 353 shares @ \$39 0800
Nucor Corp	670346105	147 000000	05/04/2005	10/12/2012	2,718	0 00	5,737 28	-3,863 16	0 00	1,874 12	Sold 147 shares @ \$39 0800
Oracle Corp	68389X105	500 000000	01/23/2002	10/12/2012	3,915	0 00	15,454 65	-8,425 00	0 00	7,029 65	Sold 500 shares @ \$30 9600
Ross Stores Inc	778296103	500 000000	04/12/2002	10/12/2012	3,836	0 00	30,895 30	-4,775 00	0 00	26,120 30	Sold 500 shares @ \$51 8420
Danaher Corp	235851102	100 000000	08/05/2003	11/13/2012	3,388	0 00	5,245 88	-1,813 40	0 00	3,432 48	Sold 100 shares @ \$52 5100
EMC Corp / Mass	268648102	529 000000	01/11/2008	11/13/2012	1,768	0 00	12,727 45	-8,523 35	0 00	4,204 10	Sold 529 shares @ \$24 1100
Ecolab Inc	278865100	100 000000	12/20/1991	11/13/2012	7,634	0 00	6,979 63	-346 05	0 00	6,633 58	Sold 100 shares @ \$69 8479
Exxon Mobil Corp	30231G102	200 000000	01/13/2003	11/13/2012	3,592	0 00	17,575 60	-7,030 00	0 00	10,545 60	Sold 200 shares @ \$87 9300
Occidental Petroleum Corp	674599105	182 000000	12/06/2001	11/13/2012	3,995	0 00	13,816 13	-2,359 18	0 00	11,456 95	Sold 182 shares @ \$75 9645
Stryker Corp	863667101	253 000000	07/02/2003	11/13/2012	3,422	0 00	13,408 69	-8,844 25	0 00	4,564 44	Sold 253 shares @ \$53 0500
Exxon Mobil Corp	30231G102	150 000000	01/13/2003	12/19/2012	3,628	0 00	13,405 19	-5,272 50	0 00	8,132 69	Sold 150 shares @ \$89 4200
Nucor Corp	670346105	300 000000	06/05/2003	12/19/2012	3,485	0 00	13,046 70	-3,667 37	0 00	9,379 33	Sold 300 shares @ \$43 5400
Oracle Corp	68389X105	500 000000	12/16/2008	12/19/2012	1,464	0 00	16,967 11	-8,330 00	0 00	8,637 11	Sold 500 shares @ \$33 9850
Stryker Corp	863667101	400 000000	07/02/2003	12/19/2012	3,458	0 00	22,539 49	-13,983 00	0 00	8,556 49	Sold 400 shares @ \$56 4000
Long-Term Total						0 00	1,077,894.78	-714,095.91	0 00	363,798.87	
Individual Transactions Total						0 00	1,077,894.78	-714,095.91	0 00	363,798.87	

Long Term Capital Gain Dividend

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction
Vanguard GNMA Fund #36	922031307	04/02/2012	0 00	22 89	22 89	Long Term Capital Gain Dividend on 25,843 164 shares
Vanguard GNMA Fund #36	922031307	04/02/2012	68 68	0 00	68 68	Short Term Capital Gain Dividend on 25,843 164 shares
Templeton Instl Foreign Equity #454	880210505	09/11/2012	0 00	31 67	31 67	Long Term Capital Gain Dividend on 4,237 288 shares

Mark T. & Margaret L. Seacrest Family Charitable FDN Agy

Account #: 8293

Tax Worksheet: From 1/1/2012 to 12/31/2012

Trust Category: Man. Agy (individual)

Dates Open: 8/29/2001 to Present

Trust Year End: December

Date Printed: 02/05/2013

Admin Officer: Kim Munnis

Invest Officer: Frank Savage

Tax State: Nebraska

Tax ID: 91-1765877

Capital Gains and Losses

Long Term Capital Gain Dividend

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction
Templeton Instl Foreign Equity #454	880210505	09/11/2012	31 88	0 00	31 88	Dividend - Domestic on 4,237 288 shares
Goldman Sachs High Yield Fund Instl #527	38141W679	12/14/2012	0 00	452 71	452 71	Long Term Capital Gain Dividend on 4,157 324 shares
Goldman Sachs High Yield Fund Instl #527	38141W679	12/14/2012	47 41	0 00	47 41	Short Term Capital Gain Dividend on 4,157 324 shares
Pimco Instl Total Return Fund #35	693390700	12/14/2012	0 00	650 18	650 18	Long Term Capital Gain Dividend on 13,515 012 shares
Pimco Instl Total Return Fund #35	693390700	12/14/2012	885 82	0 00	885 82	Short Term Capital Gain Dividend on 13,515 012 shares
Pimco Instl Total Return Fund #35	693390700	12/18/2012	0 00	0 02	0 02	Long Term Capital Gain Dividend on 13,515 012 shares
Templeton Global Bond Fund Advisor Class #616	880208400	12/19/2012	0 00	490 46	490 46	Long Term Capital Gain Dividend on 7,284 042 shares
Templeton Global Bond Fund Advisor Class #616	880208400	12/19/2012	4 91	0 00	4 91	Short Term Capital Gain Dividend on 7,284 042 shares
Templeton Global Bond Fund Advisor Class #616	880208400	12/19/2012	742 19	0 00	742 19	Dividend - Domestic on 7,284 042 shares
Vanguard Inflation-Protected Secs Adm #5119	922031737	12/20/2012	39 43	0 00	39 43	Short Term Capital Gain Dividend on 2,232 698 shares
Vanguard Inflation-Protected Secs Adm #5119	922031737	12/20/2012	0 00	214 14	214 14	Long Term Capital Gain Dividend on 2,232 698 shares
Vanguard Inflation-Protected Secs Adm #5119	922031737	12/20/2012	364 89	0 00	364 89	Dividend - Domestic on 2,232 698 shares
Vanguard Short-Term Invmt Grade Admiral #539	922031836	12/31/2012	0 00	272 34	272 34	Long Term Capital Gain Dividend on 17,105 801 shares
Vanguard Short-Term Invmt Grade Admiral #539	922031836	12/31/2012	119 15	0 00	119 15	Short Term Capital Gain Dividend on 17,105 801 shares
Vanguard Short-Term Invmt Grade Admiral #539	922031836	01/02/2013	155 91	0 00	155 91	Dividend - Domestic for tax year 2012 for tax year 2012
Long Term Capital Gain Dividend Total			2,460.27	2,134.41	4,594.68	

Mark T. and Margaret L. Seacrest Family Charitable Foundation

**Part XV Supplementary Information -
Grants and Contributions Paid During the Year
or Approved for Future Payment**

Recipient Name and Address	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
Union College 3800 S 48 th St. Lincoln, NE 68506		Public	Math and Science Building Campaign	\$12,000
Santa Cop Program 1600 Hwy 2 Lincoln, NE 68502		Public	General Support	\$1,000
United Way/CHAD 206 S. 13 th St., #100 Lincoln, NE 68508		Public	General Support	\$7,500
Peoples City Mission 110 Q Street Lincoln, NE 68508		Public	General Support and Medical Clinic	\$4,906
The Salvation Army 1645 N. 27 th Street Lincoln, NE 68503		Public	General Support	\$3,500
Junior Achievement 5610 Seward Avenue Lincoln, NE 68504		Public	General Support	\$2,000
Lighthouse Foundation 2530 N Street Lincoln, NE 68510		Public	General Support	\$3,000
First Plymouth Church 2000 D Street Lincoln, NE 68502		Public	General Support	\$1,000

Recipient Name and Address	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
Teammates 6801 O Street Lincoln, NE 68510		Public	General Support	\$1,000
Family Service Association of Lincoln 501 S. 7 th St. Lincoln, NE 68508		Public	General Support	\$3,000
Christ Central Church of Lincoln 233 S. 13 th St., #1900 Lincoln, NE 68508		Public	Support of House for New Life	\$1,500
Big Brothers/Big Sisters 6201 Havelock Lincoln, NE 68507		Public	General Support	\$1,000
Arthritis Foundation 3901 Pine Lake Rd., #120 Lincoln, NE 68516		Public	Nebraska Chapter	\$500
Friendship Home P.O. Box 85358 Lincoln, NE 68501		Public	General Support	\$3,000
Cornhusker Place 721 K Street Lincoln, NE 68508		Public	General Support	\$1,000
Food Bank of Lincoln 4840 Doris Bair Cr., #A Lincoln, NE 68504		Public	General Support	\$7,500
Center for People in Need 3901 N. 27 th St., #1 Lincoln, NE 68521		Public	General Support	\$6,000

Recipient Name and Address	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
Habitat for Humanity 144 N. 19 th St. Lincoln, NE 68503		Public	General Support	\$3,000
Foundation for Lincoln Public Schools 3801 S 14 th St. Lincoln, NE 68501		Public	General Support	\$2,000
Lincoln Community Playhouse 2500 S 56 th St. Lincoln, NE 68506		Public	General Support	\$1,000
Bright Lights 5561 S. 48 th St., #220 Lincoln, NE 68516		Public	General Support	\$1,500
			TOTAL:	\$66,906