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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01/12 **, and ending** 06/30/13

Name of foundation: THE CONOVER FOUNDATION, INC.

A Employer identification number: 35-6672841

Number and street (or P O box number if mail is not delivered to street address): 6970 HARNESS LANE

Room/suite:

B Telephone number (see instructions): 812-342-1998

City or town, state, and ZIP code: COLUMBUS IN 47201

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,705,522

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	10,895	10,895	10,895	
	4	Dividends and interest from securities	47,041	47,041	47,041	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	71,299			
	b	Gross sales price for all assets on line 6a 400,404				
	7	Capital gain net income (from Part IV, line 2)		71,299		
	8	Net short-term capital gain			11,228	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	15,945	815	15,945	
	12	**Total.** Add lines 1 through 11	145,180	130,050	85,109	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	3,400			
	c	Other professional fees (attach schedule) STMT 3	16,272	16,272		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	3,649			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 5	485	475		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,806	16,747	0	0
	25	Contributions, gifts, grants paid	126,800			126,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	150,606	16,747	0	126,800
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-5,426			
	b	**Net investment income** (if negative, enter -0-)		113,303		
	c	**Adjusted net income** (if negative, enter -0-)			85,109	

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For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	15,067	50,963	50,963
	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 (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 6	1,988,780	1,919,988	2,255,302
	c	Investments – corporate bonds (attach schedule) SEE STMT 7	377,153	405,867	399,257
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 8)	5,226	3,982	
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,386,226	2,380,800	2,705,522
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ [X]			
	24	Unrestricted	2,386,226	2,380,800	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,386,226	2,380,800	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,386,226	2,380,800	

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	2,386,226
2	Enter amount from Part I, line 27a	2	-5,426
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,380,800
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,380,800

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 71,299

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** 11,228

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	122,201	2,497,406	0.048931
2010	124,177	2,519,286	0.049291
2009	118,370	2,440,051	0.048511
2008	141,409	2,372,793	0.059596
2007	147,100	3,040,551	0.048379

2 **Total** of line 1, column (d)	2	0.254708
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	0.050942
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,631,374
5 Multiply line 4 by line 3	5	134,047
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,133
7 Add lines 5 and 6	7	135,180
8 Enter qualifying distributions from Part XII, line 4	8	126,800

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 ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,266
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	2,266
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	2,266
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	800		
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	800
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,466
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** ▶ **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? If "Yes," attach a detailed description of the activities	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHERYL CONOVER STROUD Telephone no ▶ 812-342-1998
6970 HARNESS LANE
Located at ▶ COLUMBUS IN ZIP+4 ▶ 47201

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

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		3b		X
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)

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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 (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
CHERYL CONOVER STROUD 6970 HARNESS LANE	COLUMBUS IN 47201	PRESIDENT 5.00	0	0	0
JANET TOTTEN 604 E MAIN CROSS ST	EDINBURGH IN 46124	SEC/TREAS 2.00	0	0	0
CHRISTINE CONOVER STROUD 6970 HARNESS LANE	COLUMBUS IN 47201	ASSIST SEC 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 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

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 CONTRIBUTIONS TO VARIOUS LOCAL ORGANIZATIONS 30 ORGANIZATIONS WERE SERVED DURING THE 2012/2013 FISCAL YEAR.	126,800
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	2,609,957
b	Average of monthly cash balances			1b	61,489
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	2,671,446
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	2,671,446
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	40,072
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,631,374
6	**Minimum investment return.** Enter 5% of line 5			6	131,569

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	131,569
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,266		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,266
3	Distributable amount before adjustments Subtract line 2c from line 1			3	129,303
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	129,303
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	129,303

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	126,800
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	126,800
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	126,800

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				129,303
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			122,671	
b	Total for prior years 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 126,800				
a	Applied to 2011, but not more than line 2a			122,671	
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2012 distributable amount				4,129
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				125,174
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

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

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

N/A

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

SEE STATEMENT 9

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

CHERYL CONOVER STROUD 812-342-1998
6970 HARNESS LANE COLUMBUS IN 47201

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

WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 10				126,800
Total			▶ 3a	126,800
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	10,895	
4 Dividends and interest from securities			14	47,041	
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			18	815	
8 Gain or (loss) from sales of assets other than inventory			18	71,299	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 11		15,130			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		15,130		130,050	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 145,180

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Cheryl Conover Strood | 11/12/13 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DENNIS J. HASH		11/11/13	
Firm's name ▶ HASH CPA GROUP LLC		PTIN	P00381730
Firm's address ▶ P.O. BOX 637 FRANKLIN, IN 46131-0637		Firm's EIN ▶	35-2140590
		Phone no	317-738-2366

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	100 SHS ABBOTT LABORATORIES	P	10/01/96	04/25/13
(2)	200 SHS ABBVIE INC.	P	10/01/96	04/25/13
(3)	75 SHS BERKSHIRE HATHAWAY	P	05/17/07	05/01/13
(4)	300 SHS COMCAST CORP.	P	VARIOUS	03/20/13
(5)	1,200 SHS DELL INC.	P	01/17/08	03/20/13
(6)	40,000 FEDERAL HOME LOAN MTG CORP	P	06/04/07	07/15/12
(7)	40,000 GOLDMAN SACHS SR NOTE 5.25%	P	06/04/07	04/01/13
(8)	45.116 SHS G. SACHS MID CAP VALUE	P	03/25/10	05/01/13
(9)	90 SHS HOME DEPOT INC.	P	02/06/08	05/31/13
(10)	90 SHS IBM CORP.	P	03/06/05	04/25/13
(11)	150 SHS JPMORGAN & CHASE CO.	P	07/17/07	05/31/13
(12)	.334 SHS KRAFT FOODS GROUP INC.	P	07/24/08	10/23/12
(13)	233 SHS KRAFT FOODS GROUP INC.	P	VARIOUS	03/20/13
(14)	45,000 MERCK & CO. SR NOTE 4.375%	P	02/13/08	02/15/13
(15)	700 SHS MONDELEZ INTL. INC.	P	VARIOUS	10/09/12

	(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)
(1)	3,671		2,229	1,442
(2)	8,838		4,833	4,005
(3)	7,984		5,424	2,560
(4)	15,255		9,706	5,549
(5)	17,173		25,272	-8,099
(6)	40,000		39,823	177
(7)	39,388		39,388	
(8)	2,000		1,417	583
(9)	7,173		2,560	4,613
(10)	17,549		8,300	9,249
(11)	8,298		7,522	776
(12)	15		10	5
(13)	11,883		7,176	4,707
(14)	45,000		46,238	-1,238
(15)	19,215		13,293	5,922

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))
(1)				1,442
(2)				4,005
(3)				2,560
(4)				5,549
(5)				-8,099
(6)				177
(7)				
(8)				583
(9)				4,613
(10)				9,249
(11)				776
(12)				5
(13)				4,707
(14)				-1,238
(15)				5,922

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	75 SHS PEPSICO INC.	P	03/06/05	04/25/13
(2)	125 SHS PEPSICO INC.	P	VARIOUS	05/31/13
(3)	150 SHS PROCTOR & GAMBLE CO.	P	03/06/05	05/31/13
(4)	134.499 SHS ROYCE TOTAL RETURN #267	P	02/11/10	05/08/01
(5)	125 SHS VANGUARD INDEX MID CAP ETF	P	VARIOUS	11/12/12
(6)	50 SHS VANGUARDINDEX MID CAP ETF	P	07/24/08	05/01/13
(7)	150 SHS VANGUARD INDEX SMALL CAP ETF	P	07/24/08	11/12/12
(8)	450 SHS VERIZON COMMUNICATIONS INC.	P	04/14/97	03/20/13
(9)	40,000 WALMART STORES NOTE 4.55%	P	05/08/08	05/01/13
(10)	650 TYCO INTL. LTD.	P	09/28/07	08/06/12
(11)	L-T CAPITAL GAIN DISTRIBUTION			
(12)				
(13)				
(14)				
(15)				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	6,230		4,055	2,175
(2)	10,155		6,759	3,396
(3)	11,606		8,075	3,531
(4)	2,000		1,418	582
(5)	9,901		8,573	1,328
(6)	4,694		3,350	1,344
(7)	11,628		9,449	2,179
(8)	22,041		4,468	17,573
(9)	40,000		41,102	-1,102
(10)	36,625		28,665	7,960
(11)	2,082			2,082
(12)				
(13)				
(14)				
(15)				

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))
(1)				2,175
(2)				3,396
(3)				3,531
(4)				582
(5)				1,328
(6)				1,344
(7)				2,179
(8)				17,573
(9)				-1,102
(10)				7,960
(11)				2,082
(12)				
(13)				
(14)				
(15)				

Federal Statements

Taxable Interest on Investments

Description		Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
INTEREST INCOME	$	10,895		14	IN	
TOTAL	$	10,895				

Taxable Dividends from Securities

Description		Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
ORDINARY DIVIDENDS	$	47,041		14	IN	
TOTAL	$	47,041				

Other Investment Income

Description		Amount	Unrelated Business Code	Exclusion Code	Postal Code
PS COMMODITY-INTEREST	$	36		14	IN
PS COMMODITY-LT CAPITAL G/L		-1,377		18	IN
PS COMMODITY-SEC. 1256 C&S		2,054		18	IN
PS COMMODITY-ST CAPITAL G/L		102		18	IN
TOTAL	$	815			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PS COMMODITY-INTEREST	$ 36	$ 36	$ 36
PS COMMODITY-LT CAPITAL G/L	-1,377	-1,377	-1,377
PS COMMODITY-SEC. 1256 C&S	2,054	2,054	2,054
PS COMMODITY-ST CAPITAL G/L	102	102	102
AMOS INV. CORP-ORDINARY INC.	-6,474		-6,474
AMOS INV. CORP-RENTAL INC.	4,925		4,925
AMOS INV. CORP-DIVIDENDS	1,257		1,257
AMOS INV. CORP-ST CAPITAL G/L	2,659		2,659
AMOS INV. CORP-LT CAPITAL G/L	-1,011		-1,011
AMOS INV. CORP-INTERST INCOME	7		7
AMOS INV. CORP-SEC. 1231 G/L	13,767		13,767
TOTAL	$ 15,945	$ 815	$ 15,945

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 3,400	$	$	$
TOTAL	$ 3,400	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	$ 16,272	$ 16,272	$	$
TOTAL	$ 16,272	$ 16,272	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAXES	$ 1,009	$	$	$
INDIANA EXCISE TAXES	611			
FEDERAL UNRELATED INCOME TAXES	2,029			
TOTAL	$ 3,649	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
FILING FEES	10			
PORTFOLIO DEDUCTIONS	475	475		
TOTAL	$ 485	$ 475	$ 0	$ 0

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
75 COMCAST CORP.	$ 1,348	$	COST	$
45.116 GOLDMAN SACHS MID CAP VALUE	1,417		COST	
134.499 ROYCE TOTAL RETURN #237	1,418		COST	
25 VANGUARD MID CAP FUND	1,872		COST	
90 HOME DEPOT INC.	2,560		COST	
50 NORTHERN TRUST CO.	2,603	2,603	COST	2,895
450 VERIZON COMMUNICATIONS INC.	4,468		COST	
100 JPMORGAN CHASE	4,664	4,664	COST	5,279
100 VANGUARD FTSE EMERGING MARKETS	4,824	4,824	COST	3,875
75 VANGUARD MID CAP FUND	5,025	5,025	COST	7,136
550 EXXON-MOBIL	5,279	5,279	COST	49,693
75 BERKSHIRE HATHAWAY	5,424		COST	
450 TJX COMPANIES	6,113	6,113	COST	22,527
100 VANGUARD SMALL CAP FUND	6,299	6,299	COST	9,371
326.645 ARTISAN INTL. FUND #661	7,000	7,000	COST	8,512
150 JPMORGAN CHASE & CO.	7,522		COST	
100 CHEVRON CORP.	7,797	7,797	COST	11,834
270 MICROSOFT CORP.	7,868	7,868	COST	9,329
200 VANGUARD SMALL CAP FUND	7,920	7,920	COST	18,742
150 PROCTOR & GAMBLE	8,075		COST	
90 IBM CORP.	8,300		COST	
300 COMCAST CORP.	8,358		COST	
200 VANGUARD MID CAP FUND	8,422	8,422	COST	19,028
250 WALT DISNEY CO.	8,645	8,645	COST	15,788
500 CISCO SYSTEMS INC.	8,735	8,735	COST	12,170
500 CISCO SYSTEMS INC.	9,098	9,098	COST	12,170
525 COMCAST CORP.	9,434	9,434	COST	21,919
150 VANGUARD SMALL CAP FUND	9,448		COST	
150 BERKSHIRE HATHAWAY	9,960	9,960	COST	16,788
315.657 DODGE & COX INTL STOCK #1048	10,000	10,000	COST	11,525
1277.139 GOLDMAN SACH SATELLITE STR	10,000	10,000	COST	10,025
315.159 T. ROWE PRICE EMERGING #111	10,000	10,000	COST	9,751
75 VANGUARD MID CAP FUND	10,050		COST	
350 KRAFT FOODS INC.	10,132		COST	
400 VANGUARD FTSE EMERGING MARKETS	10,340	10,340	COST	15,520
650 KRAFT FOODS INC.	10,346		COST	
200 PEPSICO INC.	10,814		COST	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
300 GENERAL ELECTRIC CO.	$ 10,831	$ 10,831	COST	$ 6,957
300 GENERAL ELECTRIC	10,833	10,833	COST	6,957
550 ABBOTT LABORATORIES	12,257	12,257	COST	19,184
300 VANGUARD FTSE EMERGING MARKETS	13,339	13,339	COST	11,640
250 PROCTOR & GAMBLE	13,458	13,458	COST	19,247
250 PEPSICO INC.	13,518	13,518	COST	20,448
500 WALT DISNEY CO.	14,155	14,155	COST	31,575
688.073 ARTISAN FUNDS INTL. # 661	15,000	15,000	COST	17,931
422.416 DODGE & COX INTL. FUND #1048	15,000	15,000	COST	15,422
200 CHEVRON CORP.	15,417	15,417	COST	23,668
325 NORTHERN TRUST CO.	16,146	16,146	COST	18,818
610 HOME DEPOT INC.	17,354	17,354	COST	47,257
100 ABBOTT LABORATORIES	17,937		COST	
250 BERKSHIRE HATHAWAY	18,079	18,079	COST	27,980
1763.033 ROYCE TOTAL RETURN #267	18,582	18,582	COST	26,992
591.827 G. SACHS MID CAP VALUE #864	18,583	18,583	COST	26,839
1001.502 ARTISAN INTL. FUND #661	20,000	20,000	COST	26,099
621.311 DODGE & COX INTL. FUND #1048	20,000	20,000	COST	22,683
2560.819 GOLDMAN SACHS SATELLITE STR	20,000	20,000	COST	20,102
250 3M CO.	20,000	20,000	COST	27,338
550 TE CONNECTIVITY LTD.	20,026	20,025	COST	25,047
450 OMNICOM GROUP INC.	20,493	20,493	COST	28,291
1375 PFIZER INC.	21,214	21,214	COST	38,514
800 WELLS FARGO & CO.	21,408	21,408	COST	33,016
600 GENERAL ELECTRIC	21,456	21,456	COST	13,914
925 PROGRESSIVE CORP.	21,515	21,515	COST	23,514
525 VANGUARD INDEX REIT ETF	22,286	22,286	COST	36,078
880 MICROSOFT CORP.	22,342	22,342	COST	30,398
650 CVS CAREMARK CORP.	23,569	23,569	COST	37,167
950 CISCO SYSTEMS INC.	25,126	25,126	COST	23,113
1200 DELL INC.	25,272		COST	
1150 MATTEL INC.	25,724	25,724	COST	52,107
550 WAL-MART STORES INC.	28,319	28,319	COST	40,969
650 TYCO INTL. LTD.	28,665		COST	
600 JPMORGAN CHASE & CO.	30,090	30,089	COST	31,674
2000 STAPLES INC.	30,640	30,640	COST	31,740
1050 US BANCORP	36,330	36,330	COST	37,957

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1,285.347 T. ROWE PRICE EMERGING MKT	$ 40,000	$ 40,000	COST	$ 39,769
5412.72 GOLDMAN SACHS SATELLITE STR	40,000	40,000	COST	42,490
700 JOHNSON & JOHNSON	45,017	45,017	COST	60,102
2000 POWERSHARES DB COMMODITY	54,127	54,467	COST	50,260
3800 VANGUARD EURO PACIFIC FUND	180,500	180,500	COST	135,280
1941 AMOS INVESTMENT CORPORATION	622,594	626,208	COST	626,208
70 APPLE INC.		28,651	COST	27,757
240 CH ROBINSON WORLDWIDE		14,129	COST	13,514
500 EXPEDITORS INTL. INC.		18,490	COST	19,020
2551.021 GOLDMAN SACHS SATELLITE STR		20,000	COST	20,026
200 VANGUARD EMERGING MARKETS		8,537	COST	7,760
450 ABBVIE		10,875	COST	18,603
TOTAL	$ 1,988,780	$ 1,919,988		$ 2,255,302

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
40,000 FEDERAL HOME LOAN MORTGAGE	$ 39,823	$	COST	$
40,000 BANK OF AMERICA	39,624	39,624	COST	41,495
40,000 GOLDMAN SACHS GROUP	39,388		COST	
45,000 MERCK & CO. 4.375%	46,238		COST	
40,000 WAL-MART 4.55%	41,102		COST	
40,000 FEDERAL HOME LOAN BANK 2.875%	40,116	40,116	COST	42,052
20,000 FEDERAL FARM CREDIT 3.9%	20,613	20,613	COST	21,882
20,000 FEDERAL HOME LOAN BANK 3.125%	20,249	20,249	COST	21,466
2,185.315 WELLS FARGO INTL BD #4705	25,000	25,000	COST	24,189
3,629.764 PIMCO F TOTAL RETURN #35	40,000	40,000	COST	39,056
2,323.42 PIMCO EMERGING BOND FUND	25,000	25,000	COST	22,723
20,000 JOHN DEERE CAPITAL CORP 2.25%		20,937	COST	19,975
20,000 GE CAPITAL CORP. 3.75%		21,294	COST	20,066
25,000 GOLDMAN SACHS 2.375%		25,235	COST	24,546
25,000 JPMORGAN SR. NOTE 2.6%		26,097	COST	25,528
25,000 PEPSICO SR. NOTE 3.125%		26,522	COST	25,454

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
944.287 PIMCO EMERGING BOND	$	$ 10,000	COST	$ 9,235
544.465 PIMCO EMERGING BOND		6,000	COST	5,325
20,000 TENN STATE GO BOND 2.67%		21,493	COST	20,777
20,000 WELLS FARGO 3.5%		21,187	COST	20,226
840.282 WELLS FARGO INTL. BOND #4705		10,000	COST	9,134
563.747 WELLS FARGO INTL. BOND #4705		6,500	COST	6,128
TOTAL	$ 377,153	$ 405,867		$ 399,257

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Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACC INTEREST PURCHASED, NOT RECEIVED	$ 5,226	$ 3,982	$
TOTAL	$ 5,226	$ 3,982	$ 0

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
CHERYL CONOVER STROUD - OWNS 10.58% OF AMOS INVESTMENT CORP.	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
BARTHOLOMEW COUNTY HUMANE SOCIEY COLUMBUS IN 47201	4110 EAST 200 SOUTH NONE	PUBLIC	CHARITABLE	8,500
BARTHOLOMEW COUNTY SHERIFF COLUMBUS IN 47201	543 2ND STREET NONE	PUBLIC	CHARITABLE	2,000
COLUMBUS FIREMEN CHEER FUND COLUMBUS IN 47201	1101 JACKSON STREET NONE	PUBLIC	CHARITABLE	2,000
ECUMENICAL ASSEMBLY COLUMBUS IN 47202	P.O. BOX 1421 NONE	PUBLIC	CHARITABLE	4,000
EDINBURGH DOLLARS FOR SCHOLARS EDINBURGH IN 46124	P.O. BOX 305 NONE	PUBLIC	CHARITABLE	2,000
EDINBURGH HIGH SCHOOL EDINBURGH IN 46124	300 S. KEELEY ST. NONE	PUBLIC	CHARITABLE	4,500
EDINBURGH PUBLIC LIBRARY EDINBURGH IN 46124	119 W. MAIN CROSS ST. NONE	PUBLIC	CHARITABLE	2,100
FOP - SHOP WITH A COP COLUMBUS IN 47201	543 SECOND STREET NONE	PUBLIC	CHARITABLE	2,000
FRANKLIN SYMPHONIC COUNCIL FRANKLIN IN 46131	P.O. BOX 988 NONE	PUBLIC	CHARITABLE	2,000
FREEDOM FROM RELIGION FOUNDATION MADISON WI 53701	P.O. BOX 750 NONE	PUBLIC	CHARITABLE	1,000
GIRL SCOUTS OF CENTRAL INDIANA INDIANAPOLIS IN 46214	2611 WATERFRONT PKWY E DR NONE	PUBLIC	CHARITABLE	2,000
HABITAT FOR HUMANITY FRANKLIN IN 46131	98 S. EDWARDS NONE	PUBLIC	CHARITABLE	5,000
HOSPICE OF SOUTH CENTRAL COLUMBUS IN 47201	2626 E. 17TH STREET NONE	PUBLIC	CHARITABLE	3,000
INDIANA LANDMARKS FOUNDATION INDIANAPOLIS IN 46202	1201 CENTRAL AVE. NONE	PUBLIC	CHARITABLE	21,000
JOHNSON COUNTY HISTORICAL SOCIETY FRANKLIN IN 46131	135 N. MAIN STREET NONE	PUBLIC	CHARITABLE	10,000
JOHNSON COUNTY HUMANE SOCIETY FRANKLIN IN 46131	3827 NORTH 225 EAST NONE	PUBLIC	CHARITABLE	9,300
JOHNSON COUNTY HEALTH FOUNDATION FRANKLIN IN 46131	P.O. BOX 549 NONE	PUBLIC	CHARITABLE	2,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
KAPPA KAPPA KAPPA INC. EDINBURGH IN 46124	NONE	618 MEMORIAL DRIVE PUBLIC	CHARITABLE	4,000
NEW SONG MISSION NASHVILLE IN 47448	NONE	P.O. BOX 488 PUBLIC	CHARITABLE	5,000
PLANNED PARENTHOOD INDIANPOLIS IN 46206	NONE	200 S. MERIDIAN ST. PUBLIC	CHARITABLE	1,000
SALVATION ARMY INDIANAPOLIS IN 46208	NONE	3100 NORTH MERIDIAN PUBLIC	CHARITABLE	2,000
SOCIETY FOR PROGRESSIVE HUNT VALLEY MD 21031	NONE	11350 MCCORMICK RD SUITE PUBLIC	CHARITABLE	4,000
TURNING POINT COLUMBUS IN 47201	NONE	745 WASHINGTON ST. PUBLIC	CHARITABLE	3,000
MILL RACE CENTER INC. COLUMBUS IN 47201	NONE	900 LINDSEY STREET PUBLIC	CHARITABLE	10,000
EDINBURGH MINISTERIAL ASSOCATION EDINBURGH IN 46124	NONE	P.O. BOX 83 PUBLIC	CHARITABLE	3,000
JOHNSON COUNTY 4-H COUNCIL FRANKLIN IN 46131	NONE	80 S. JACKSON ST. PUBLIC	CHARITABLE	1,500
EASTSIDE ELEMENTARY CLOTHE-A-CHILD EDINBURGH IN 46124	NONE	810 E. MAIN CROSS ST. PUBLIC	CHARITABLE	3,000
JOHNSON COUNTY SENIOR SERVICES FRANKLIN IN 46131	NONE	731 S. STATE ST. PUBLIC	CHARITABLE	4,400
EDINBURGH UNITED METHODIST CHURCH EDINBURGH IN 46124	NONE	107 W. CAMPBELL ST. PUBLIC	CHARITABLE	1,000
INTERNATIONAL SCHOOL OF BUSINESS BLOOMINGTON IN 47406	NONE	316 N. JORDAN AVE. PUBLIC	CHARITABLE	2,500
TOTAL				126,800

Statement 11 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
AMOS INV. CORP-ORDINARY INC	531390	$ -6,474		$	$
AMOS INV. CORP-RENTAL INC.	531190	4,925			
AMOS INV. CORP-DIVIDENDS	523000	1,257			
AMOS INV. CORP-ST CAPITAL G	523000	2,659			
AMOS INV. CORP-LT CAPITAL G	523000	-1,011			
AMOS INV. CORP-INTERST INCO	523000	7			
AMOS INV. CORP-SEC. 1231 G/	523000	13,767			
TOTAL		$ 15,130		$ 0	$ 0