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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
Heartland Foundation

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
5325 FARAON
Suite

City or town, state or country, and ZIP + 4
St Joseph, MO 64506

D Employer identification number
43-1262768

E Telephone number
(816) 271-6611

G Gross receipts $ 3,065,132

F Name and address of principal officer
JOHN P WILSON
5325 Faraon
ST JOSEPH, MO 64506

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1982

M State of legal domicile MO

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THE ORGANIZATION HAS A VISION TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES THE ORGANIZATION'S MISSION IS TO EMPOWER CHILDREN AND ADULTS TO IMPROVE THEIR HEALTH AND QUALITY OF LIFE

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	21
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	20
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	**5**	24
6	Total number of volunteers (estimate if necessary)	**6**	100
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	4,085,492	2,037,507
9	Program service revenue (Part VIII, line 2g)	0	0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	879,449	977,655
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	28,815	29,063
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,993,756	3,044,225
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	966,684	1,219,702
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	899,716	790,807
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶100,949		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	899,411	1,010,778
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,765,811	3,021,287
19	Revenue less expenses Subtract line 18 from line 12	2,227,945	22,938

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	25,536,623	26,152,213
21	Total liabilities (Part X, line 26)	1,772,894	1,683,827
22	Net assets or fund balances Subtract line 21 from line 20	23,763,729	24,468,386

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

****** | 2014-05-15
Signature of officer | Date

JOHN P WILSON OFFICER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael J Engle		2014-05-15		

Firm's name ▶ BKD LLP | Firm's EIN ▶

Firm's address ▶ 1201 Walnut Suite 1700
Kansas City, MO 641062246 | Phone no (816) 221-6300

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

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

1 Briefly describe the organization's mission

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 2,747,190 including grants of $ 1,219,702) (Revenue $ 0)

SEE SCHEDULE O

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ 2,747,190

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	9		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	24		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year **1a** 21			
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent **1b** 20			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	**2**	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**		No
6	Did the organization have members or stockholders?	**6**	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**		No

Section B. Policies (*This Section B requests information about policies not required by the Internal Revenue Code.*)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	**10b**		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	**11a**	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	**12a**	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	**12c**	Yes	
13	Did the organization have a written whistleblower policy?	**13**	Yes	
14	Did the organization have a written document retention and destruction policy?	**14**	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	**15a**	Yes	
b	Other officers or key employees of the organization	**15b**		No
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	**16a**		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	**16b**		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ MO

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ JOHN P WILSON 5325 FARAON St Joseph, MO (816) 271-6611

Part VII **Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII . . . . . ☑

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARK LANEY MD PRESIDENT, CEO	1 0 59 0	X		X				0	1,130,006	138,166
(2) ROBERT BLAIR DIRECTOR	1 0 0 0	X						0	0	0
(3) CAROL BURNS DIRECTOR	1 0 0 0	X						0	0	0
(4) GARY CLAPP DIRECTOR	1 0 0 0	X						0	0	0
(5) JEANNE DAFFRON DIRECTOR	1 0 0 0	X						0	0	0
(6) DR HEATHER CLARK DIRECTOR	1 0 0 0	X						0	0	0
(7) JO EYBERG DIRECTOR	1 0 0 0	X						0	0	0
(8) ANDREA FISCHER DIRECTOR	1 0 0 0	X						0	0	0
(9) LINDA GRAY SMITH DIRECTOR	1 0 0 0	X						0	0	0
(10) BILL GRIMWOOD DIRECTOR	1 0 0 0	X						0	0	0
(11) CINDY HEIDER PHD DIRECTOR	1 0 0 0	X						0	0	0
(12) JOSEPH HOUTS JR DIRECTOR	1 0 0 0	X						0	0	0
(13) JOHN JASINSKI PHD DIRECTOR	1 0 0 0	X						0	0	0
(14) STEVE JOHNSTON DIRECTOR	1 0 0 0	X						0	0	0
(15) TIM KELLEY DIRECTOR	1 0 0 0	X						0	0	0
(16) LARRY KOCH DIRECTOR	1 0 0 0	X						0	0	0
(17) KATHY KUNKEL DIRECTOR	1 0 0 0	X						0	0	0

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) NEIL NUTTALL PHD DIRECTOR	1 0 0 0	X						0	0	0
(19) R MICHAEL POLAND DIRECTOR	1 0 0 0	X						0	0	0
(20) MELODY SMITH DIRECTOR	1 0 0 0	X						0	0	0
(21) TOM RICHMOND DIRECTOR	1 0 0 0	X						0	0	0
(22) DAVID WALTEMATH DIRECTOR	1 0 0 0	X						0	0	0
(23) PAM YOUNG DIRECTOR	1 0 0 0	X						0	0	0
(24) STEVE SMITH DIRECTOR	1 0 0 0	X						0	0	0
(25) JUDY SABBERT CHIEF OPERATING OFFICER	60 0 0 0			X				372,181	0	55,365
(26) JOHN P WILSON OFFICER	1 0 59 0			X				0	667,480	88,988
(27) DOUGLAS BRANDT OFFICER	1 0 59 0			X				0	264,270	79,009
(28) KAREN DITTEMORE OFFICER	1 0 59 0			X				0	73,403	10,601

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	372,181	2,135,159	372,129

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 1

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 5,000				
	b	Membership dues	1b				
	c	Fundraising events	1c 45,052				
	d	Related organizations	1d 844,000				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 1,143,455				
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f		2,037,507			
Program Service Revenue			Business Code				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		0			
	3	Investment income (including dividends, interest, and other similar amounts)		614,662			614,662
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
			(i) Real / (ii) Personal				
	6a	Gross rents	39,810 /				
	b	Less rental expenses	/				
	c	Rental income or (loss)	39,810 / 0				
	d	Net rental income or (loss)		39,810			39,810
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	362,993 /				
	b	Less cost or other basis and sales expenses	/				
	c	Gain or (loss)	362,993 /				
	d	Net gain or (loss)		362,993			362,993
Other Revenue	8a	Gross income from fundraising events (not including $ 45,052 of contributions reported on line 1c) See Part IV, line 18	a 10,160				
	b	Less direct expenses	b 20,907				
	c	Net income or (loss) from fundraising events		-10,747			-10,747
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory		0			
		Miscellaneous Revenue	Business Code				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		0			
	12	**Total revenue.** See Instructions		3,044,225			1,006,718

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	987,256	987,256		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	232,446	232,446		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	213,643	106,822	53,410	53,411
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	406,044	323,919	52,542	29,583
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	33,896	28,927	4,859	110
9	Other employee benefits	97,834	76,865	19,387	1,582
10	Payroll taxes	39,390	32,415	5,859	1,116
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	2,301		2,301	
c	Accounting	23,494		23,494	
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	226,885	217,011		9,874
12	Advertising and promotion	2,723	2,723		
13	Office expenses	206,786	201,729	4,439	618
14	Information technology	1,039	1,039		
15	Royalties . .	0			
16	Occupancy	46,449	46,449		
17	Travel	45,147	35,978	4,514	4,655
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	40,296	40,296		
20	Interest	2,343		2,343	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	374,584	374,584		
23	Insurance	0			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	REPAIRS & MAINTENANCE	38,731	38,731		
b					
c					
d					
e	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24e	3,021,287	2,747,190	173,148	100,949
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X . . . . . ☑

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		689,105	1	299,143
	2	Savings and temporary cash investments		356,932	2	1,322
	3	Pledges and grants receivable, net		436,391	3	0
	4	Accounts receivable, net		0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		0	9	0
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 6,702,743			
	b	Less accumulated depreciation	10b 2,669,166	4,318,701	10c	4,033,577
	11	Investments—publicly traded securities		19,625,574	11	21,704,689
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		109,920	15	113,482
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		25,536,623	16	26,152,213
Liabilities	17	Accounts payable and accrued expenses		144,999	17	108,824
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		247,434	23	188,841
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		1,380,461	25	1,386,162
	26	**Total liabilities.** Add lines 17 through 25		1,772,894	26	1,683,827
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		8,336,646	27	8,966,177
	28	Temporarily restricted net assets		6,401,301	28	6,423,164
	29	Permanently restricted net assets		9,025,782	29	9,079,045
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		23,763,729	33	24,468,386
	34	Total liabilities and net assets/fund balances		25,536,623	34	26,152,213

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,044,225
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,021,287
3	Revenue less expenses Subtract line 2 from line 1	3	22,938
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	23,763,729
5	Net unrealized gains (losses) on investments	5	681,719
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	24,468,386

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	2,092,232	3,832,033	3,739,011	4,085,492	1,994,132	15,742,900
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	2,092,232	3,832,033	3,739,011	4,085,492	1,994,132	15,742,900
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						972,985
6 **Public support.** Subtract line 5 from line 4						14,769,915

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	2,092,232	3,832,033	3,739,011	4,085,492	1,994,132	15,742,900
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	463,598	515,256	562,008	618,978	1,017,474	3,177,314
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)					42,370	42,370
11 **Total support** (Add lines 7 through 10)						18,962,584

12 Gross receipts from related activities, etc (see instructions)	12	68,927

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	77 890 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	82 391 %

16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☑

b **33 1/3% support test—2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current year	(b) Prior year	b (c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	10,447,362	9,935,033	7,657,004	6,305,907	6,951,371
b	Contributions	221,146	885,983	1,895,701	1,391,146	12,221
c	Net investment earnings, gains, and losses	1,075,344	386,526	1,113,768	661,987	-216,876
d	Grants or scholarships	4,650	0	0	0	0
e	Other expenditures for facilities and programs	704,837	752,596	723,612	695,666	433,992
f	Administrative expenses	21,967	7,584	7,828	6,370	6,817
g	End of year balance	11,012,398	10,447,362	9,935,033	7,657,004	6,305,907

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶ 5 000 %
- b Permanent endowment ▶ 83 000 %
- c Temporarily restricted endowment ▶ 12 000 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		153,750		153,750
b Buildings		5,309,730	2,025,721	3,284,009
c Leasehold improvements		14,795	9,627	5,168
d Equipment		97,375	90,328	7,047
e Other		1,127,093	543,490	583,603
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				4,033,577

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	0
INTERCOMPANY PAYABLE	1,386,162
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	1,386,162

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	3,745,846
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	681,719		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	20,907		
e	Add lines **2a** through **2d**			2e	702,626
3	Subtract line **2e** from line **1**			3	3,043,220
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b	1,005		
c	Add lines **4a** and **4b**			4c	1,005
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	3,044,225

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	3,041,189
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	20,907		
e	Add lines **2a** through **2d**			2e	20,907
3	Subtract line **2e** from line **1**			3	3,020,282
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b	1,005		
c	Add lines **4a** and **4b**			4c	1,005
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	3,021,287

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
INTENDED USE OF ENDOWMENT FUNDS	SCHEDULE D, PART V, LINE 4	THE ORGANIZATION'S INTENDED USE OF THE ENDOWMENT FUNDS IS TO PROMOTE PROGRAMS DEDICATED TO EMPOWERING CHILDREN AND ADULTS TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES
UNCERTAIN TAX POSITIONS DISCLOSURE	SCHEDULE D, PART X, LINE 2	MANAGEMENT HAS EVALUATED THEIR INCOME TAX POSITIONS UNDER THE GUIDANCE INCLUDED IN ASC 740 BASED ON THEIR REVIEW, MANAGEMENT HAS NOT IDENTIFIED ANY MATERIAL UNCERTAIN TAX POSITIONS TO BE RECORDED OR DISCLOSED IN THE FINANCIAL STATEMENTS
RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS	SCHEDULE D, PART XII, LINE 2D	FUNDRAISING EVENT EXPENSES $ 20,907
RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS	SCHEDULE D, PART XIII, LINE 4B	MISCELLANEOUS OFFICE EXPENSE $ 1,005
RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS	SCHEDULE D, PART XIII, LINE 2D	FUNDRAISING EVENT EXPENSES $ 20,907
RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS	SCHEDULE D, PART XIII, LINE 4B	MISCELLANEOUS OFFICE EXPENSE $ 1,005

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
Total . . . . . ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 CATTLE BARON'S (event type)	(b) Event #2 (event type)	(c) Other events 0 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	55,212	0	0	55,212
	2 Less Contributions	45,052			45,052
	3 Gross income (line 1 minus line 2)	10,160	0	0	10,160
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	14,183			14,183
	8 Entertainment	1,000			1,000
	9 Other direct expenses	5,724			5,724
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(20,907)
	11 Net income summary Combine line 3, column (d), and line 10 ▶				-10,747

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	13a	
b	An outside facility	13b	

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ .....

Address ▶ .....

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address of the third party

Name ▶ .....

Address ▶ .....

16 Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ $ .....

Description of services provided ▶ .....

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 15

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) CRISIS GRANTS	41	69,726			
(2) SCHOLARSHIPS	134	162,720			

Part IV **Supplemental Information.**

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
MONITORING THE USE OF GRANT FUNDS	SCHEDULE I, PART I, LINE 2	THE ORGANIZATION IS COMMITTED TO THE DEVELOPMENT OF A HEALTHY COMMUNITY WHICH INCLUDES THE HEALTH OF INDIVIDUALS, AN ADEQUATE NUMBER OF JOBS FOR THE WORKFORCE AND SUCCESSFUL BUSINESSES TO BOOST THE LOCAL ECONOMY GRANTS ARE PROVIDED TO LOCAL GROUPS THAT ACHIEVE THESE OBJECTIVES GENERALLY, RECIPIENT ORGANIZATIONS REPORT BACK TO HEARTLAND FOUNDATION HOW THE GRANT FUNDS WERE USED

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 43-1262768
Name: Heartland Foundation

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
NOYES HOME FOR CHILDREN801 N NOYES BLVD ST JOSEPH,MO 64506	44-0563788	501(C)(3)	125,000				
HEALTHY COMMUNITIES 518 S 6TH ST JOSEPH,MO 64501	43-1262768	501(C)(3)	100,000				SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
YMCA315 S 6TH ST ST JOSEPH,MO 64501	44-0552491	501(C)(3)	100,000				PLEDGE
FRIENDS OF THE PARK 1920 GRAND AVE ST JOSEPH,MO 64505	20-8175921	501(C)(3)	50,000				ELEVATED TRACK

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
HEALHEALTHY518 S 6TH ST ST JOSEPH,MO 64501	43-1262768	501(C)(3)	35,000				SUPPORT
TRAILS WEST118 S 8TH ST ST JOSEPH,MO 64501	43-0810827	501(C)(3)	25,000				SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
KANSAS STATE102 ANDERSON HALL MANHATTAN,KS 66506	48-0771751	GOVT	23,010				SUPPORT
CHILDREN'S ADVOCACY CENTER1807 N WOODBINE ST JOSEPH,MO 64506	43-1910148	501(C)(3)	15,000				PLEDGE

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
ST JOSEPH SCHOOL DISTRICT925 FELIX ST JOSEPH,MO 64501	44-6001495	GOVT	15,000				SKAITH GRANT
AMERICAN CANCER SOCIETY1100 PENNSYLVANIA AVE KANSAS CITY,MO 64105	74-1185665	501(C)(3)	10,000				SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
FRIENDS OF THE PARK 1920 GRAND AVE ST JOSEPH,MO 64505	20-8175921	501(C)(3)	10,000				FORTH SMITH
INSTITUTE FOR INDUSTRIAL AND APPLIED LIFE SCIENCES4221 MITCHELL AVE ST JOSEPH,MO 64507	20-1215246	501(C)(3)	10,000				SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
ROLLING HILLS LIBRARY 1912 N BELT HIGHWAY ST JOSEPH,MO 64501	74-3115857	501(C)(3)	10,000				BOOKMOBILE
ALLIED ARTS FUND118 S 8TH ST ST JOSEPH,MO 64501	43-0810827	501(C)(3)	7,500				SUPPORT

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☑ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☐ Compensation survey or study		
	☐ Form 990 of other organizations	☐ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)MARK LANEY MD PRESIDENT, CEO	(i) (ii)	0 651,444	0 456,000	0 22,562	0 118,333	0 19,833	0 1,268,172	
(2)JUDY SABBERT CHIEF OPERATING OFFICER	(i) (ii)	283,366 0	59,846 0	28,969 0	34,534 0	20,831 0	427,546 0	
(3)JOHN P WILSON OFFICER	(i) (ii)	0 521,854	0 124,620	0 21,006	0 88,988	0 0	0 756,468	
(4)DOUGLAS BRANDT OFFICER	(i) (ii)	0 234,704	0 6,283	0 23,283	0 58,315	0 20,694	0 343,279	

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Identifier	Return Reference	Explanation
HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES	SCHEDULE J, PART I, LINE 1A	COUNTRY CLUB MEMBERSHIP AND ANY OTHER SOCIAL CLUB MEMBERSHIPS ARE CORPORATE MEMBERSHIPS USEAGE OF ANY OF THE FACILITIES IS AVAILABLE TO EXECUTIVE STAFF, INCLUDING JUDY SABBERT, BUT THEY MUST PAY ANY PERSONAL COSTS INCURRED NO VALUE IS ASSESSED ON W-2'S
COMPENSATION PAID BY A RELATED ORGANIZATION	FORM 990, PART VII, & SCHEDULE J, PART II	FOR DR MARK LANEY, JOHN P WILSON, DOUGLAS BRANDT AND KAREN DITTEMORE THE COMPENSATION IS PROVIDED BY HEARTLAND REGIONAL MEDICAL CENTER, A RELATED ENTITY, FOR SERVICES TO ALL HEARTLAND ENTITIES INCLUDED IN THE DEFERRED COMPENSATION ARE EMPLOYER CONTRIBUTIONS INTO QUALIFIED PLANS AND NON-QUALIFIED DEFERRED COMPENSATION PLANS THAT ARE SUBJECT TO SUBSTATIAL RISK OF FORFEITURE AND SEVERANCE THAT IS PROVIDED WITHIN THE EXECUTIVE'S EMPLOYMENT AGREEMENT THAT MAY NEVER BE PAID
METHODS USED TO ESTABLISH COMPENSATION	SCHEDULE J, PART I, LINE 3	COMPENSATION IS ESTABLISHED BY HEARTLAND HEALTH, A RELATED ENTITY, USING THE FOLLOWING A COMPENSATION COMMITTEE B INDEPENDENT COMPENSATION CONSULTANT C WRITTEN EMPLOYMENT CONTRACT D COMPENSATION SURVEY OR STUDY E APPROVAL BY THE BOARD OR COMPENSATION COMMMITTEE
SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	SCHEDULE J, PART I, LINE 4B	ACCRUED 6/30/13 ---------- MARK LANEY, MD 108,333 JOHN P WILSON 78,988 DOUGLAS BRANDT 48,459 JUDY SABBERT 21,882 MARK LANEY, MD, JOHN P WILSON AND DOUGLAS BRANDT ARE EMPLOYEES OF HEARTLAND REGIONAL MEDICAL CENTER THEIR DUTIES INCLUDE FULFILLING THE POSITIONS OF PRESIDENT, SECRETARY/TREASURER AND ASSISTANT TREASURER, RESPECTIVELY, FOR HEARTLAND FOUNDATION THOSE LISTED ABOVE HAVE SIGNED SUPPLEMENTAL EXECUTIVE RETIREMENT PLANS WHICH RECOGNIZE THE VALUE OF THE INDIVIDUAL AND THE MUTUAL BENEFIT OF CONTINUED EMPLOYMENT FOR AN EXTENDED PERIOD OF TIME BY ESTABLISHING A 457f PLAN THE PLAN IS FUNDED YEARLY AS THE RESULT OF A CALCULATION DESCRIBED IN THE AGREEMENT WHICH WILL REWARD THE INDIVIDUALS WITH 100% VESTING AT NORMAL RETIREMENT AGE OR UPON DEATH OR UPON SEPARATION FROM SERVICE DUE TO DISABILITY OR UPON INVOLUNTARY SEPARATION FROM SERVICE WITHOUT CAUSE, WITH LUMP SUM PAYMENT WITHIN 90 DAYS OF EACH SITUATION TAKING INTO CONSIDERATION A NON-COMPETE COVENANT SEPARATION WITH CAUSE MAKES SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT NULL AND VOID
COMPENSATION REPORTED IN PRIOR FORM 990	SCHEDULE J, PART II, COLUMN F	COMPENSATION IS REPORTED ON THE FORM 990 IN THE YEAR THAT THE COMPENSATION IS EARNED BY OR AWARDED TO AN INDIVIDUAL, EVEN IF THE COMPENSATION IS NOT PAID TO THE INDIVIDUAL, IS NOT FULLY VESTED, OR IS SUBJECT TO SUBSTANTIAL RISK OF FOREFEITURE IF COMPENSATION IS EARNED OR AWARDED IN ONE YEAR BUT PAID IN A LATER YEAR, THEN THE COMPENSATION IS REPORTED A SECOND TIME ON THE FORM 990 IN THE YEAR THE COMPENSATION IS VESTED OR PAID TO THE INDIVIDUAL IN THE EVENT OF RETIREMENT, ALL PREVIOUSLY ACCUMULATED BENEFITS ARE RECORDED IN THIS COLUMN, IN THE RETIREMENT YEAR AND REPRESENT ACCUMULATIONS DURING THE PERSON'S CAREER AT HEARTLAND

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Identifier	Return Reference	Explanation
ORGANIZATION'S MISSION	FORM 990, PART III, LINE 1	HEARTLAND FOUNDATION HAS A VISION TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES THE ORGANIZATION'S MISSION IS TO EMPOWER CHILDREN AND ADULTS TO IMPROVE THEIR HEALTH AND QUALITY OF LIFE THE ORGANIZATION SERVES AS A CATALYST TO BRING PEOPLE, FROM ALL WALKS OF LIFE, TOGETHER TO WORK WITH DIVERSE PARTNERS AND ALL SECTORS TO FIND NEW AND INNOVATIVE SOLUTIONS TO MAKE THE GREATEST DIFFERENCE FOR THE FUTURE OF CHILDREN, THEIR FAMILIES, AND OUR REGION

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	HEARTLAND FOUNDATION HAS A VISION TO BUILD HEALTHIER, MORE LIVABLE COMMUNITIES THE ORGANI ZATION'S MISSION IS TO EMPOWER CHILDREN AND ADULTS TO IMPROVE THEIR HEALTH AND QUALITY OF LIFE. THROUGH VARIOUS PROGRAMS AND ACTIVITIES, THE ORGANIZATION DRAWS THE COMMUNITY TOGETH ER TO FOCUS ON THE ISSUES AND SOLUTIONS FOR CREATING A BETTER, STRONGER COMMUNITY SOME OF THE HIGH POINTS OF THOSE ACTIVITIES ARE. COMMUNITY TRANSFORMATION FORUMS - COMMUNITY TRAN SFORMATION FORUMS ARE AN ESSENTIAL PIECE OF BUILDING COMMUNITY CONSENSUS IN DETERMINING KE Y ISSUES AND OPPORTUNITIES FOR CHANGE, SUPPORTING CONTINUOUS IMPROVEMENT, AND NURTURING IN VOLVEMENT IN THE DEVELOPMENT OF HEALTHY COMMUNITIES FORUMS BRING CITIZENS TO THE TABLE WI TH EMPHASIS ON THE FOLLOWING OUTCOMES - TO BROADEN THE UNDERSTANDING OF HEALTHY COMMUNITI ES - TO SUPPORT THE DEVELOPMENT OF TRANSFORMATIONAL LEADERS BY CHANGING THE WAY CITIZENS T HINK ABOUT THEIR COMMUNITIES AND OPPORTUNITIES FOR WORKING TOGETHER - TO ESTABLISH AN ONGO ING PERSONAL COMMITMENT FOR CREATING HEALTHIER COMMUNITIES - TO STIMULATE ACTION ON THE PA RT OF CROSS-SECTORAL TEAMS TO INITIATE NEW,INNOVATIVE EFFORTS THAT WILL IMPACT THE HEALTH AND QUALITY OF LIFE OF A COMMUNITY - TO ACHIEVE MEASURABLE IMPROVEMENTS, DEFINE COMMUNITY AND HEALTH STATUS INDICATORS - TO PROVIDE A SELF-PERPETUATING MODEL AS A COMMUNITY-BUILDIN G STRATEGY CULTURE OF CHARACTER - SELECTED AS ONE OF THE REGIONAL PRIORITIES BY THE HEALTH Y COMMUNITIES REGIONAL INVESTOR COUNCIL, NORTHWEST MISSOURI REGIONAL CULTURE OF CHARACTER IS A COLLABORATIVE EFFORT OF SCHOOLS, BUSINESSES, INDUSTRIES, FAMILIES AND COMMUNITIES TO IMPROVE THE OVERALL CLIMATE OF OUR COMMUNITIES CITIZENS OF NORTHWEST MISSOURI HAVE COLLAB ORATIVELY SELECTED 12 CHARACTER TRAITS THAT THEY ARE ESSENTIAL TO CREATING A CULTURE OF CH ARACTER IN THIS REGION THE NORTHWEST MISSOURI REGIONAL PROFESSIONAL DEVELOPMENT CENTER AN D CHARACTERPLUS, ALONG WITH MANY BUSINESSES THROUGHOUT THE REGION, HAVE PARTNERED WITH PUB LIC SCHOOLS FOR THIS EXCITING INITIATIVE. SCHOLARSHIPS - STUDENTS FROM THROUGHOUT THE 30-C OUNTY REGION ARE ELIGIBLE TO APPLY FOR FINANCIAL ASSISTANCE THROUGH A NUMBER OF SCHOLARSHI P PROGRAMS MANAGED BY HEARTLAND FOUNDATION - VELMA FLIES ANDERSON NURSING SCHOLARSHIP - H ILLYARD TECHNICAL CENTER - DORIS HINES SCHOLARSHIP - JERRY MAKI SCHOLARSHIP - PATRICK L N EWMAN MIC-O-SAY SCHOLARSHIP - MARY ANN REINERT NURSING SCHOLARSHIP - BILL AND MARY RUSSELL SCHOLARSHIP - MARY ALICE HARTIGAN SCHOLARSHIP THINK AHEAD SUMMIT - THE THINK AHEAD SUMMIT IS AN ANNUAL EVENT DESIGNED TO CELEBRATE CITIZENS' EFFORTS TO BUILD HEALTHIER, MORE LIVAB LE COMMUNITIES THROUGHOUT A 30-COUNTY REGION OF NORTHWEST MISSOURI AND BORDERING COUNTIES IN KANSAS, IOWA AND NEBRASKA HOSTED BY HEARTLAND FOUNDATION AND THE HEALTHY COMMUNITIES I NVESTORS, THE SUMMIT WELCOMES CITIZENS FROM ALL WALKS OF LIFE. STUDENTS, EDUCATORS, BUSINE SS AND INDUSTRY, SOCIAL SERVICES AND AGRICULTURE. PAST MOTIVATIONAL SPEAKERS HAVE INCLUDED LEE KAISER, CULTURAL ANTHROPOLOGIST JENNIFER JAMES, U S SENATOR ELIZABETH DOLE, AUTHOR M ARGARET WHEATLEY, CHICKEN SOUP FOR THE SOUL AUTHOR DAN CLARK, MT EVEREST SUMMITEER ALAN H OBSON, NATIONAL GEOGRAPHIC PHOTOGRAPHER DEWITT JONES, EDUCATOR CARL GLICKMAN, PERFORMANCE PSY CHOLOGIST DR JIM LOEHR, BETTER TOGETHER AUTHOR ROBERT PUTNAM, NEXT GENERATION CONSULTA NT REBECCA RYAN, SEARCH INSTITUTE PRESIDENT DR PETER BENSON, ETHICS EXPERT PATRICK KUHSE, AND RUBY PAYNE, AUTHOR OF A FRAMEWORK FOR UNDERSTANDING POVERTY THE 2010 SUMMIT FEATURED DR ADEWALE TROUTMAN, DIRECTOR OF LOUISVILLE METRO PUBLIC HEALTH, EXPLORING SOCIAL INEQUA LITIES IN HEALTH, DR ANTHONY MUHAMMAD, EDUCATOR AND EDUCATIONAL CONSULTANT WHO HAS SUCCEE DED IN TURNING AROUND FAILING INNER CITY SCHOOLS, AND A RETURN APPEARANCE BY DR PETER BEN SON ON IGNITING THE HIDDEN STRENGTHS OF TEENAGERS FOR A NUMBER OF YEARS, HEARTLAND FOUNDA TION HAS PROMOTED REGION-WIDE INITIATIVES TO EMPOWER CHILDREN AND ADULTS TO BUILD HEALTHIE R, MORE LIVABLE COMMUNITIES FORMERLY KNOWN AS THE NORTHWEST MISSOURI P-20 COUNCIL, EDUCAT ION EMPOWERS (E2), A HEALTHY COMMUNITIES INITIATIVE, EMBRACES THE IMPORTANCE OF EDUCATIONA L ATTAINMENT AND LIFE-LEARNING IN ACHIEVING THIS VISION E2 ACKNOWLEDGES IT IS IMPERATIVE THAT NORTHWEST MISSOURI REMAINS VIABLE IN ATTRACTING AND RETAINING JOBS IN A FIERCELY COMP ETITIVE GLOBAL MARKET WITHIN THE EDUCATION EMPOWERS STRATEGIC LEADERSHIP TEAM (FORMERLY P-20 COUNCIL), A CROSS-SECTION OF INDIVIDUALS HAVE FORMED TEAMS AND ARE WORKING TOGETHER TO FIND NEW, COLLABORATIVE SOLUTIONS THAT LEAD TO BETTER JOBS, BETTER WAGES, HEALTHIER PEOPL E AND THRIVING COMMUNITIES TEAMS INCLUDE EARLY LEARNING ACTION TEAM, K-12 ACTION TEAM, H IGHER ED ACTION TEAM, WORKFORCE DEVELOPMENT ACTION TEAM, COMMUNICATIONS ACTION TEAM AND A PERFORMANCE EXCELLENCE TEAM YOUTH EMPOWERMENT EMPOWER ME - IN COLLABORATION WITH THE FIFT H JUDICIAL CIRCUIT, JUVENILE DIVISION, AND NORTHWEST MISSOURI STATE UNIVERSITY, EMPOWER ME IS A TRANSFORMATIONAL FORUM DESIGNED TO BRING SKI

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	LLS, KNOWLEDGE, HOPE AND EMPOWERMENT TO YOUNG STATUS OFFENDERS EMPOWER PLANT & EMPOWERU I MMERSION - THROUGH THE EMPOWER PLANT CURRICULUM AND EMPOWERU IMMERSION, THE FOUNDATION HAS NOW "CHARGED UP" CLOSE TO 8,000 STUDENTS FROM OVER 100 AREA SCHOOLS TO SEE THEIR ROLE AS COMMUNITY PROBLEM SOLVERS BOTH RURAL AND URBAN SCHOOLS PARTICIPATE IN THE FULL CURRICULUM AND ATTEND THE ONE-DAY IMMERSION AT EMPOWERU EVALUATIVE RESEARCH SHOWS PROMISING RESULTS WITH A STATISTICALLY-SIGNIFICANT DIFFERENCE IN STUDENTS WHO ARE ENGAGED IN THIS PROGRAM JUMP STARTERS - WITH INITIAL SUPPORT OF LEARN & SERVE AMERICA, JUMP STARTERS GRANT FUNDING IS AVAILABLE FOR STUDENTS WHO TAKE ON REAL-LIFE COMMUNITY CHALLENGES FOLLOWING PARTICIPAT ION IN EITHER EMPOWER PLANT OR PUBLIC ACHIEVEMENT PROGRAMS STUDENT-LED INITIATIVES VARY, EXAMPLES OF PAST PROJECTS INCLUDE A GROUP THAT FORMED AN UNDERAGE DRINKING CAMPAIGN AND AN OTHER ORGANIZED A CITYWIDE CLEANUP OF DEBRIS LEFT FROM THE PREVIOUS WINTER'S ICE STORM PR OJECT FIT AMERICA - OUR PARTNERSHIP WITH PROJECT FIT AMERICA CONTINUES TO ENABLE US TO KEE P OUR KIDS FIT OVER 12,000 STUDENTS FROM 48 PARTNER SCHOOLS NOW PARTICIPATE IN PROJECT FI T NOT ONLY ARE SCHOOLS SHOWING A CHANGE IN PHY SICAL FITNESS MEASURES LIKE BODY MASS INDEX , THOSE STUDENTS INVOLVED IN PROJECT FIT ARE MORE FOCUSED IN THE CLASSROOM, MISS FEWER DAY S OF SCHOOL, AND ARE HIGHER ACHIEVERS IN THEIR SCHOOL WORK PUBLIC ACHIEVEMENT - GUIDED BY VOLUNTEER COACHES, THE PUBLIC ACHIEVEMENT PROCESS INSPIRES YOUNG PEOPLE TO TACKLE EVERY DA Y POLITICS BY ADDRESSING ISSUES IMPORTANT TO THEM A NUMBER OF SCHOOLS AND ORGANIZATIONS A RE NOW INVOLVED THE PUBLIC ACHIEVEMENT DEMOCRACY COUNCIL SERVES AS THE YOUTH-LED ADVISORY GROUP FOR ALL PUBLIC ACHIEVEMENT SITES WE SPONSOR

Identifier	Return Reference	Explanation
NUMBER OF EMPLOYEES	FORM 990, PART V, LINE 2A	HEARTLAND FOUNDATION LEASES IT'S EMPLOYEES FROM HEARTLAND REGIONAL MEDICAL CENTER HEARTLAND FOUNDATION IS DISCLOSING ON ITS 990 AS IF THE FOUNDATION HAD NOT LEASED EMPLOYEES BUT HAD EMPLOYED INDIVIDUALS AND ISSUED 24 W-2'S

Identifier	Return Reference	Explanation
BUSINESS/FAMILY RELATIONSHIPS	FORM 990, PART VI, SECTION A, LINE 2	JOHN P WILSON, DOUGLAS BRANDT, KAREN DITTEMORE AND MARK LANEY, MD, HAVE A BUSINESS RELATIONSHIP

Identifier	Return Reference	Explanation
MEMBERS OR STOCKHOLDERS	FORM 990, PART VI, SECTION A, LINE 6	HEARTLAND HEALTH, A MISSOURI NONPROFIT CORPORATION, IS THE SOLE MEMBER OF HEARTLAND FOUNDATION HEARTLAND HEALTH HAS THE RIGHT TO ELECT THE BOARD OF TRUSTEES OF HEARTLAND FOUNDATION HEARTLAND HEALTH IS NOT ENTITLED TO RECEIVE A SHARE OF HEARTLAND FOUNDATION'S PROFITS OR EXCESS DUES HEARTLAND HEALTH IS ENTITLED TO HEARTLAND FOUNDATION'S NET ASSETS UPON DISSOLUTION AS LONG AS HEARTLAND HEALTH IS EXEMPT UNDER SECTION 501(A) OR 501(C)(3) OF THE INTERNAL REVENUE CODE

Identifier	Return Reference	Explanation
MEMBERS OR STOCKHOLDERS MAY ELECT GOVERNING BODY	FORM 990, PART VI, SECTION A, LINE 7A	HEARTLAND HEALTH, BEING THE SOLE MEMBER OF HEARTLAND FOUNDATION, HAS THE RIGHT TO ELECT ALL THE BOARD OF TRUSTEES

Identifier	Return Reference	Explanation
GOVERNING BODY DECISIONS SUBJECT TO APPROVAL OF MEMBERS OR STOCKHOLDERS	FORM 990, PART VI, SECTION A, LINE 7B	THE CORPORATE BYLAWS OF HEARTLAND FOUNDATION IDENTIFY CERTAIN RIGHTS AND POWERS WHICH ARE RESERVED TO HEARTLAND HEALTH, THE SOLE MEMBER IN EACH INSTANCE, THE RIGHTS AND POWERS RESERVED TO THE SOLE MEMBER MAY BE SUMMARIZED AS FOLLOWS A OVERALL STRATEGIC DIRECTION B ELECTION OF TRUSTEES C APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER, OTHER SENIOR OFFICERS, AUDITORS, AND LEGAL COUNSEL D ESTABLISHMENT OF BANKING RELATIONSHIPS E MANAGEMENT OF CASH AND OTHER ASSETS F APPROVAL OF CHANGES TO THE ARTICLES OF INCORPORATION AND BYLAWS G LONG-RANGE PLANNING H ADOPTION OF ANNUAL OPERATING BUDGETS

Identifier	Return Reference	Explanation
FORM 990 REVIEW PROCESS	FORM 990, PART VI, SECTION B, LINE 11A	AN INDEPENDENT ACCOUNTING FIRM PREPARES AND REVIEWS THE 990 THE TREASURER AND THE ASSISTANT TREASURER REVIEW THE 990 THE 990 IS THEN POSTED TO A WEBSITE FOR ALL VOTING MEMBERS TO ACCESS BEFORE IT IS FILED

Identifier	Return Reference	Explanation
MONITORING THE CONFLICT OF INTEREST POLICY	FORM 990, PART VI, SECTION B, LINE 12C	UPON AGREEING TO FILL A BOARD POSITION, THE PROSPECTIVE MEMBER IS REQUIRED TO SIGN A CONFLICT OF INTEREST DOCUMENT WHICH DISCLOSES FAMILY AND BUSINESS RELATIONSHIPS THAT COULD BE CONSIDERED IN CONFLICT WITH THEIR POSITION ON THE BOARD IN THIS DOCUMENT, THEY AGREE THAT THEY WILL DISCLOSE ANY ACTIVITIES IN WHICH THEY MAY NOT BE INDEPENDENT IN REGARDS TO A TRANSACTION THIS DOCUMENT IS DISTRIBUTED AND HELD BY LEGAL COUNSEL THE MEMBER ALSO SIGNS HEARTLAND'S CODE OF CONDUCT DOCUMENT IN WHICH THEY AGREE TO ETHICAL BEHAVIOR AND ADHERING TO CONFIDENTIALITY POLICIES THIS DOCUMENT IS HELD BY THE CORPORATE COMPLIANCE OFFICE ANNUALLY, THE CORPORATE COMPLIANCE OFFICER DISTRIBUTES A SURVEY TO EACH BOARD MEMBER TO FACILITATE DISCLOSURE OF ANY REPORTABLE ACTIVITIES DURING THE COURSE OF BOARD MEETINGS, BOARD MEMBERS WILL DISMISS THEMSELVES FROM MEETINGS AND/OR ABSTAIN FROM VOTING DURING DISCUSSIONS OF ISSUES THAT RELATE TO THOSE SPECIFIC MEMBERS OR THE COMPANIES THAT THEY REPRESENT ALL DISMISSALS AND ABSTENTIONS ARE RECORDED IN THE MINUTES OF THE BOARD MEETING ANNUALLY, THE BOARD MEMBERS AND OFFICERS ARE REQUIRED TO SIGN A CODE OF CONDUCT DOCUMENT IN WHICH THEY AGREE TO ETHICAL BEHAVIOR AND ADHERING TO CONFIDENTIALITY POLICIES THEY ALSO RECEIVE A QUESTIONNAIRE WHICH FACILITATES THE DISCLOSURE OF ANY REPORTABLE ACTIVITIES TO THE CORPORATE COMPLIANCE OFFICER

Identifier	Return Reference	Explanation
COMPENSATION REVIEW	FORM 990, PART VI, SECTION B, LINE 15A	ANNUAL REVIEW--PERFORMED DURING FISCAL YEAR 2011 MARKET DATA IS PROVIDED BY INTEGRATED HEALTHCARE STRATEGIES (IHS) A COMPENSATION COMMITTEE COMPRISED OF THE HEARTLAND HEALTH BOARD CHAIR, HEARTLAND HEALTH BOARD VICE-CHAIR AND THREE ADDITIONAL HEARTLAND HEALTH BOARD MEMBERS AND INDEPENDENT LEGAL COUNSEL, AS SCRIBE OVERSEE AN ANNUAL SALARY REVIEW PROCESS FOR OFFICERS FOR THE POSITIONS, THE FULL SCOPE OF DUTIES AND RESPONSIBILITIES, NUMBERS OF STAFF MANAGED, PROCESSES MANAGED, APPROXIMATE REVENUE, EXPENSE, OR CAPITAL DOLLARS MANAGED ARE PROVIDED TO A THIRD PARTY CONSULTANT THAT SPECIALIZES IN RESEARCH OF MARKET SALARY DATA FACILITY SIZE, NOT-FOR-PROFIT STATUS AND THE SCOPE OF POSITION IS COMPARED TO LIKE FACILITIES TO DETERMINE BASE COMPENSATION AND INCENTIVE COMPENSATION FOR EACH POSITION THE DATA GATHERED BY THE MARKET RESEARCH FIRM IS REVIEWED BY THE COMPENSATION COMMITTEE, OUTLIER ISSUES ARE RESOLVED AND BASED UPON PRESENT FINANCIAL INDICATORS, THE COMMITTEE MAKES THEIR DETERMINATION OF COMPENSATION LEVELS FOR THE NEXT PAY YEAR

Identifier	Return Reference	Explanation
AVAILABILITY OF DOCUMENTS	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY OR FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC

Identifier	Return Reference	Explanation
RECONCILIATION OF NET ASSETS	FORM 990, PART XI, LINE 5	UNREALIZED GAIN/(LOSS) ON INVESETMENTS $ 681,719

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Heartland Foundation

Employer identification number
43-1262768

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) HEARTLAND HEALTH 5325 FARAON ST JOSEPH, MO 64506 43-1283316	HEALTHCARE	MO	501(C)(3)	11A	NA		No
(2) HEARTLAND LONG TERM ACUTE CARE HOSPITAL 5325 FARAON ST JOSEPH, MO 64506 26-1972987	HEALTHCARE	MO	501(C)(3)	3	HH	Yes	
(3) HEARTLAND REGIONAL MEDICAL CENTER 5325 FARAON ST JOSEPH, MO 64506 44-0545289	HEALTHCARE	MO	501(C)(3)	3	HH	Yes	
(4) LEWIS AND CLARK INFORMATION EXCHANGE 5325 FARAON ST JOSEPH, MO 64506 32-0290671	DATA SHARING	MO	501(C)(3)	9	HH	Yes	
(5) REGIONAL EMERGENCY MEDICAL SERVICES 5325 FARAON ST JOSEPH, MO 64506 27-3923442	AMBULANCE SVC	MO	501(C)(3)	9	HH	Yes	
(6) HEALTH CARE BENEFIT TRUST 5325 FARAON STREET ST JOSEPH, MO 64506 43-1286484	HEALTH CARE	MO	501(C)(9)		HH	Yes	

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity? Yes	(i) No
(1) MIDWESTERN HEALTH MANAGEMENT INC 5325 FARAON STREET ST JOSEPH, MO 64502 43-1264358	HEALTHCARE	MO	HH	C CORP				Yes	
(2) COMMUNITY HEALTH PLAN INC 137 N BELT ST JOSEPH, MO 64506 43-1690582	INSURANCE	MO	HH	C CORP				Yes	
(3) COMMUNITY HEALTH PLAN INSURANCE COMPANY 137 N BELT ST JOSEPH, MO 64506 43-1210152	INSURANCE	MO	HH	C CORP				Yes	
(4) HHS PROPERTIES INC 5325 FARAON STREET ST JOSEPH, MO 64506 43-1593799	INVESTMENT	MO	HH	C CORP				Yes	
(5) UPTOWN HOUSING INC 5325 FARAON ST JOSEPH, MO 64506 26-1416252	REDEVELOPMENT	MO	HH	C CORP				Yes	
(6) UPTOWN ST JOSEPH REDEVELOPMENT CORP 5325 FARAON ST JOSEPH, MO 64506 20-1742813	REDEVELOPMENT	MO	HH	C CORP				Yes	

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e	Yes	
f Dividends from related organization(s)	1f		
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	Yes	
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p	Yes	
q Reimbursement paid by related organization(s) for expenses	1q		No
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) HEARTLAND REGIONAL MEDICAL CENTER	E	1,386,162	FMV
(2) HEARTLAND REGIONAL MEDICAL CENTER	M	892,871	FMV
(3) HEARTLAND REGIONAL MEDICAL CENTER	P	887,171	FMV
(4) HEARTLAND REGIONAL MEDICAL CENTER	C	844,000	CASH

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 43-1262768
Name: Heartland Foundation

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	

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