CHANGE OF ACCOUNTING PERIOD

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

Form **990-PF**

Department of the Treasury Internal Revenue Service

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

OMB No 1545-0052

2012 13

Open to public Inspection

For calendar year 2012 or tax year beginning JAN 1, 2013 **, and ending** JUN 30, 2013

Name of foundation: WARREN AND VELDA WILSON FOUNDATION

A Employer identification number: 47-0741012

Number and street (or P O box number if mail is not delivered to street address): LANDMARK CENTER, 2727 W. 2ND ST — Room/suite: #211

B Telephone number: 402-463-3131

City or town, state, and ZIP code: HASTINGS, NE 68901

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 11,368,855.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	40,890.	40,890.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,152.			
	b Gross sales price for all assets on line 6a 135,616.				
	7 Capital gain net income (from Part IV, line 2)		13,152.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	12,437.	12,437.		STATEMENT 2
	12 **Total** Add lines 1 through 11	66,479.	66,479.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,341.	18,256.		6,085.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,700.	1,350.		1,350.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	37,703.	37,703.		0.
	19 Depreciation and depletion	3,386.	3,386.		
	20 Occupancy				
	21 Travel, conferences, and meetings	244.	244.		0.
	22 Printing and publications				
	23 Other expenses STMT 5	66,723.	24,642.		42,081.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	135,097.	85,581.		49,516.
	25 Contributions, gifts, grants paid	277,629.			277,629.
	26 **Total expenses and disbursements.** Add lines 24 and 25	412,726.	85,581.		327,145.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-346,247.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1 Cash - non-interest-bearing				
2 Savings and temporary cash investments		779,476.	229,109.	229,109.
3 Accounts receivable ▶				
Less: allowance for doubtful accounts ▶				
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	STMT 6	1,906,629.	1,954,090.	2,337,866.
c Investments - corporate bonds	STMT 7	857,725.	1,029,166.	1,039,041.
11 Investments - land, buildings and equipment: basis ▶	85,477.			
Less accumulated depreciation STMT 8 ▶	72,499.	16,364.	12,978.	12,978.
12 Investments - mortgage loans				
13 Investments - other	STMT 9	3,861,900.	3,861,900.	7,749,861.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 **Total assets** (to be completed by all filers)		7,422,094.	7,087,243.	11,368,855.
Liabilities 17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 **Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds		7,422,094.	7,087,243.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30 **Total net assets or fund balances**		7,422,094.	7,087,243.	
31 **Total liabilities and net assets/fund balances**		7,422,094.	7,087,243.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,422,094.
2 Enter amount from Part I, line 27a	2	-346,247.
3 Other increases not included in line 2 (itemize) ▶ RETURN OF SCHOLARSHIPS	3	11,396.
4 Add lines 1, 2, and 3	4	7,087,243.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,087,243.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	135,616.		122,464.	13,152.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				13,152.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — 13,152.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	629,059.	11,030,422.	.057029
2010	406,612.	11,021,013.	.036894
2009	565,401.	10,961,415.	.051581
2008	450,813.	8,007,393.	.056300
2007	487,244.	8,377,854.	.058159

2	**Total** of line 1, column (d)	2	.259963
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.051993
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,056,662.
5	Multiply line 4 by line 3	5	574,869.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	574,869.
8	Enter qualifying distributions from Part XII, line 4	8	327,145.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SHARON LISKE Telephone no. ▶ 308-398-7577

Located at ▶ 3134 W. HIGHWAY 34, GRAND ISLAND, NE ZIP+4 ▶ 68802-4903

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		24,341.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

223561 12-05-12

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	3,622,755.
b	Average of monthly cash balances		1b	314,243.
c	Fair market value of all other assets		1c	7,288,040.
d	**Total** (add lines 1a, b, and c)		1d	11,225,038.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	11,225,038.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	168,376.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,056,662.
6	**Minimum investment return**. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD		6	274,150.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	274,150.
2a	Tax on investment income for 2012 from Part VI, line 5	2a		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	274,150.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	274,150.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	274,150.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	327,145.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	327,145.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	327,145.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				274,150.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			292,798.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 327,145.				
a Applied to 2011, but not more than line 2a			292,798.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				34,347.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				239,803.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BELLEVUE UNIVERSITY BELLEVUE, NE	NONE	EXEMPT	SCHOLARSHIP	625.
BRYAN LGH COLLEGE OF HEALTH SCIENCES LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	2,500.
CENTRAL COMMUNITY COLLEGE - GRAND ISLAND GRAND ISLAND, NE	NONE	EXEMPT	SCHOLARSHIP	15,000.
CENTRAL COMMUNITY COLLEGE - HASTINGS HASTINGS, NE	NONE	EXEMPT	SCHOLARSHIP	24,375.
CHADRON STATE COLLEGE CHADRON, NE	NONE	EXEMPT	SCHOLARSHIP	1,875.
Total SEE CONTINUATION SHEET(S)			▶ 3a	277,629.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOANE COLLEGE CRETE, NE	NONE	EXEMPT	SCHOLARSHIP	11,875.
METROPOLITAN COMMUNITY COLLEGE OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	625.
MIDLAND UNIVERSITY FREMONT, NE	NONE	EXEMPT	SCHOLARSHIP	2,500.
NEBRASKA WESLEYAN UNIVERSITY LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	5,000.
PERU STATE COLLEGE PERU, NE	NONE	EXEMPT	SCHOLARSHIP	625.
SOUTHEAST COMMUNITY COLLEGE - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
UNIVERSITY OF NEBRASKA - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	2,500.
UNIVERSITY OF NEBRASKA - OMAHA OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
WAYNE STATE COLLEGE WAYNE, NE	NONE	EXEMPT	SCHOLARSHIP	8,125.
YORK COLLEGE YORK, NE	NONE	EXEMPT	SCHOLARSHIP	625.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL COMMUNITY COLLEGE - GRAND ISLAND GRAND ISLAND, NE	NONE	EXEMPT	SCHOLARSHIP	625.
CREIGHTON UNIVERSITY OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	2,500.
SOUTHEAST COMMUNITY COLLEGE - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	625.
UNIVERSITY OF NEBRASKA - KEARNEY KEARNEY, NE	NONE	EXEMPT	SCHOLARSHIP	625.
UNIVERSITY OF NEBRASKA - OMAHA OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	13,125.
WAYNE STATE COLLEGE WAYNE, NE	NONE	EXEMPT	SCHOLARSHIP	625.
CENTRAL COMMUNITY COLLEGE - COLUMBUS COLUMBUS, NE	NONE	EXEMPT	SCHOLARSHIP	1,875.
COLLEGE OF HAIR DESIGN - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	625.
COLLEGE OF SAINT MARY - OMAHA OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	625.
DOANE COLLEGE CRETE, NE	NONE	EXEMPT	SCHOLARSHIP	625.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF NEBRASKA - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	2,500.
CENTRAL COMMUNITY COLLEGE - HASTINGS HASTINGS, NE	NONE	EXEMPT	SCHOLARSHIP	625.
HASTINGS COLLEGE HASTINGS, NE	NONE	EXEMPT	SCHOLARSHIP	625.
UNIVERSITY OF NEBRASKA - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	625.
SOUTHEAST COMMUNITY COLLEGE - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
XENON INT'L ACADEMY - OMAHA OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	379.
CENTRAL COMMUNITY COLLEGE - GRAND ISLAND GRAND ISLAND, NE	NONE	EXEMPT	SCHOLARSHIP	1,875.
CENTRAL COMMUNITY COLLEGE - HASTINGS GRAND ISLAND, NE	NONE	EXEMPT	SCHOLARSHIP	625.
DOANE COLLEGE CRETE, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
HASTINGS COLLEGE HASTINGS, NE	NONE	EXEMPT	SCHOLARSHIP	625.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PERU STATE COLLEGE PERU, NE	NONE	EXEMPT	SCHOLARSHIP	625.
UNIVERSITY OF NEBRASKA - KEARNEY KEARNEY, NE	NONE	EXEMPT	SCHOLARSHIP	1,875.
UNIVERSITY OF NEBRASKA - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	5,000.
UNIVERSITY OF NEBRASKA - OMAHA OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	625.
XENON INT'L ACADEMY - OMAHA OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	625.
CENTRAL COMMUNITY COLLEGE - GRAND ISLAND GRAND ISLAND, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
JOSEPH'S COLLEGE OF HAIR DESIGN GRAND ISLAND, NE	NONE	EXEMPT	SCHOLARSHIP	625.
UNIVERSITY OF NEBRASKA - KEARNEY KEARNEY, NE	NONE	EXEMPT	SCHOLARSHIP	625.
UNIVERSITY OF NEBRASKA - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	1,875.
UNIVERSITY OF NEBRASKA - OMAHA OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	625.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL COMMUNITY COLLEGE - GRAND ISLAND GRAND ISLAND, NE	NONE	EXEMPT	SCHOLARSHIP	625.
DOANE COLLEGE CRETE, NE	NONE	EXEMPT	SCHOLARSHIP	625.
CENTRAL COMMUNITY COLLEGE - HASTINGS HASTINGS, NE	NONE	EXEMPT	SCHOLARSHIP	625.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	40,890.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	13,152.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME			16	12,437.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		66,479.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 66,479.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 10-15-13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT J SONDAG, CPA	[signature]	10/14/13		P00075234

Firm's name ▶ MCDERMOTT AND MILLER, P.C. Firm's EIN ▶ 47-0608676

Firm's address ▶ PO BOX 1317 HASTINGS, NE 68902-1317 Phone no. (402) 462-4154

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AFFILIATED MANAGERS GROUP, INC. (75 SH)	P	VARIOUS	02/28/13
b	FNMA POOL (3,496.61 SH)	P	VARIOUS	VARIOUS
c	INTEL CORP (800 SH(	P	05/25/11	06/21/13
d	MEADWESTVACO CORP (250 SH)	P	01/04/08	02/22/13
e	NOVARTIS AG - ADR (400 SH)	P	VARIOUS	02/04/13
f	OPPENHEIMER DEVELOPING MKT (1,195.697 SH)	P	12/23/10	06/06/13
g	VODAFONE GROUP PLC (900 SH)	P	VARIOUS	01/11/13
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,904.		4,710.	6,194.
b	3,497.		3,558.	-61.
c	20,316.		18,208.	2,108.
d	8,855.		6,681.	2,174.
e	27,243.		21,334.	5,909.
f	41,347.		42,208.	-861.
g	23,454.		25,765.	-2,311.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				6,194.
b				-61.
c				2,108.
d				2,174.
e				5,909.
f				-861.
g				-2,311.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	13,152.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CLARKSON COLLEGE OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
CREIGHTON UNIVERSITY OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
DOANE COLLEGE CRETE, NE	NONE	EXEMPT	SCHOLARSHIP	2,500.
GRACE UNIVERSITY OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	625.
HASTINGS COLLEGE HASTINGS, NE	NONE	EXEMPT	SCHOLARSHIP	11,250.
MIDPLAINS COMMUNITY COLLEGE MCCOOK, NE	NONE	EXEMPT	SCHOLARSHIP	625.
NE COLLEGE OF TECHNICAL AGRICULTURE CURTIS, NE	NONE	EXEMPT	SCHOLARSHIP	3,750.
NORTHEAST COMMUNITY COLLEGE NORFOLK, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
PERU STATE COLLEGE PERU, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
SOUTHEAST COMMUNITY COLLEGE - BEATRICE BEATRICE, NE	NONE	EXEMPT	SCHOLARSHIP	5,000.
Total from continuation sheets				233,254.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHEAST COMMUNITY COLLEGE - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	5,625.
SOUTHEAST COMMUNITY COLLEGE - MILFORD MILFORD, NE	NONE	EXEMPT	SCHOLARSHIP	1,250.
UNIVERSITY OF NEBRASKA - KEARNEY KEARNEY, NE	NONE	EXEMPT	SCHOLARSHIP	41,750.
UNIVERSITY OF NEBRASKA - LINCOLN LINCOLN, NE	NONE	EXEMPT	SCHOLARSHIP	65,500.
WAYNE STATE COLLEGE WAYNE, NE	NONE	EXEMPT	SCHOLARSHIP	625.
XENON INT'L ACADEMY - GRAND ISLAND GRAND ISLAND, NE	NONE	EXEMPT	SCHOLARSHIP	625.
XENON INT'L ACADEMY - OMAHA OMAHA, NE	NONE	EXEMPT	SCHOLARSHIP	625.
CENTRAL COMMUNITY COLLEGE - HASTINGS HASTINGS, NE	NONE	EXEMPT	SCHOLARSHIP	625.
CHADRON STATE COLLEGE CHADRON, NE	NONE	EXEMPT	SCHOLARSHIP	625.
CONCORDIA UNIVERSITY SEWARD, NE	NONE	EXEMPT	SCHOLARSHIP	5,000.
Total from continuation sheets				

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	IRRIGATION PIPE							
	062608	SL	5.00	16	382.		380.	2.
2	PIVOT							
	071608	SL	5.00	16	51,263.		51,263.	0.
3	TILE OUTLET							
	050509	SL	5.00	16	4,500.		3,150.	450.
4	ROOF							
	061209	SL	5.00	16	10,839.		7,588.	1,084.
5	AGRI TRACS							
	060110	SL	5.00	16	2,665.		1,377.	267.
6	GATES FOR PIPE							
	070110	SL	5.00	16	469.		235.	47.
7	PIVOT							
	050111	SL	5.00	16	15,359.		5,120.	1,536.
	* TOTAL 990-PF PG 1 DEPR							
					85,477.	0.	69,113.	3,386.

216261
05-01-12

- Current year section 179 (D) - Asset disposed

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	40,890.	0.	40,890.
TOTAL TO FM 990-PF, PART I, LN 4	40,890.	0.	40,890.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	12,437.	12,437.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,437.	12,437.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,700.	1,350.		1,350.
TO FORM 990-PF, PG 1, LN 16B	2,700.	1,350.		1,350.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FARM TAXES	37,461.	37,461.		0.
FOREIGN TAXES	242.	242.		0.
TO FORM 990-PF, PG 1, LN 18	37,703.	37,703.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FARM EXPENSES	23,404.	23,404.		0.
ADR FEES	18.	18.		0.
SCHOLARSHIP ADMINISTRATION FEES	42,081.	0.		42,081.
MISCELLANEOUS	1,220.	1,220.		0.
TO FORM 990-PF, PG 1, LN 23	66,723.	24,642.		42,081.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO INVESTMENT ACCTS	1,954,090.	2,337,866.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,954,090.	2,337,866.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO INVESTMENT ACCTS	1,029,166.	1,039,041.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,029,166.	1,039,041.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
IRRIGATION PIPE	382.	382.	0.
PIVOT	51,263.	51,263.	0.
TILE OUTLET	4,500.	3,600.	900.
ROOF	10,839.	8,672.	2,167.
AGRI TRACS	2,665.	1,644.	1,021.
GATES FOR PIPE	469.	282.	187.

PIVOT	15,359.	6,656.	8,703.
TOTAL TO FM 990-PF, PART II, LN 11	85,477.	72,499.	12,978.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE	COST	3,428,813.	7,288,040.
OTHER INVESTMENTS	COST	145,000.	154,976.
REAL ASSET FUNDS	COST	288,087.	306,845.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,861,900.	7,749,861.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WELLS FARGO BANK, N.A. 747 N. BURLINGTON AVE HASTINGS, NE 68901	TRUSTEE 4.00	24,341.	0.	0.
JOHN FARRELL 747 N. BURLINGTON AVE HASTINGS, NE 68901	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
JANET HAJNY RR1, BOX 43 EDGAR, NE 68935	SECRETARY 1.00	0.	0.	0.
JENNIFER FLEISCHER PO BOX 121 CLAY CENTER, NE 68933	VICE PRESIDENT 1.00	0.	0.	0.
LULABELLE LOEHR	TREASURER 1.00	0.	0.	0.
WILLARD ESSEX	DIRECTOR 1.00	0.	0.	0.

RANDY GILSON	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		24,341.	0.	0.

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: WARREN AND VELDA WILSON FOUNDATION
C/O JOHN FARRELL, WELLS FARGO BANK

Employer identification number: 47-0741012

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	No
CENTRAL COMMUNITY COLLEGE FOUNDATION, INC PO BOX 4903, GRAND ISLAND, NE 68802-4903 47-0728813	PROVIDE SUPPORT FOR EDUCATIONAL INSTITUTION	NEBRASKA	501(c)(3)	170(b)(1)(A)(vi)	N/A		X

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

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

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

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) CENTRAL COMMUNITY FOUNDATION	M	42,081	COST
(2)			
(3)			
(4)			
(5)			
(6)			

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 sec 501(c)(3) orgs? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor-tionate 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

232164 12-10-12

Part VII **Supplemental Information**

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

WELLS FARGO

Account Statement For:
WILSON FDN. IMA - INVESTMENTS

Period Covered: July 1, 2012 - June 30, 2013

Account Number 27301501

REALIZED GAIN/LOSS DETAIL

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
07/11/12	150.000	**ABBOTT LABS**	-$7,915.32	$9,646.99	$0.00	$1,731.67
11/16/12	150.000	**ABBOTT LABS** 150 0000 UNITS ACQUIRED ON 05/25/11	-7,915.32 7,915 32	9,760.91	0.00	1,845.59
07/27/12	55.000	**AFFILIATED MANAGERS GROUP, INC COM**	-3,293.96	5,756.17	0.00	2,462.21
02/28/13	75.000	**AFFILIATED MANAGERS GROUP, INC COM** 5 0000 UNITS ACQUIRED ON 05/25/11 70 0000 UNITS ACQUIRED ON 07/02/10	-4,710.70 518 40 4,192 30	10,904.90	0.00	6,194.20
07/27/12	100.000	**AFLAC INC**	-6,089.85	4,217.91	0.00	-1,871.94
07/27/12	275.000	**APACHE CORP**	-29,654.81	22,772.26	0.00	-6,882.55
07/27/12	29.000	**APPLE INC**	-2,783.83	17,559.11	0.00	14,775.28
09/21/12	15.000	**APPLE INC** 15 0000 UNITS ACQUIRED ON 01/06/09	-1,439.91 1,439 91	10,481.46	0.00	9,041.55
07/27/12	150.000	**BERKSHIRE HATHAWAY INC.**	-8,893.77	12,535.36	0.00	3,641.59
09/21/12	50.000	**BERKSHIRE HATHAWAY INC.** 50 0000 UNITS ACQUIRED ON 03/04/05	-2,964.59 2,964 59	4,426.40	0.00	1,461.81
07/27/12	100.000	**BOEING CO**	-8,621.00	7,162.84	0.00	-1,458.16
07/27/12	50.000	**CATERPILLAR INC**	-3,101.40	4,106.41	0.00	1,005.01
07/27/12	100.000	**CELGENE CORP COM**	-3,981.13	6,535.86	0.00	2,554.73
07/27/12	350.000	**CISCO SYSTEMS INC**	-9,246.37	5,330.42	0.00	-3,915.95
07/27/12	300.000	**COMCAST CORP CLASS A**	-5,626.00	9,392.81	0.00	3,766.81
07/27/12	90.000	**DEERE & CO**	-2,903.01	6,686.85	0.00	3,783.84
09/21/12	20.000	**DEERE & CO** 20 0000 UNITS ACQUIRED ON 11/19/08	-645.11 645 11	1,622.16	0.00	977.05
07/27/12	350.000	**E M C CORP MASS**	-4,377.00	8,714.80	0.00	4,337.80
07/27/12	250.000	**ECOLAB INC**	-11,789.74	16,607.16	0.00	4,817.42
07/25/12	2,376.480	**FNMA POOL #811327 5.000% 1/01/20**	-2,418.34	2,376.48	0.00	-41.86
08/27/12	353.580	**FNMA POOL #811327 5.000% 1/01/20** 353.5800 UNITS ACQUIRED ON 01/28/05	-359.81 359 81	353.58	0.00	-6.23
09/25/12	359.490	**FNMA POOL #811327 5.000% 1/01/20** 359.4900 UNITS ACQUIRED ON 01/28/05	-365.82 365 82	359.49	0.00	-6.33
10/25/12	1,750.750	**FNMA POOL #811327 5.000% 1/01/20** 1,750 7500 UNITS ACQUIRED ON 01/28/05	-1,781.59 1,781 59	1,750.75	0.00	-30.84

WELLS FARGO

Account Statement For:
WILSON FDN. IMA - INVESTMENTS

Period Covered. July 1, 2012 - June 30, 2013

Account Number 27301501

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
11/26/12	279.530	**FNMA POOL #811327 5.000% 1/01/20** 279 5300 UNITS ACQUIRED ON 01/28/05	-284.45 284 45	279.53	0.00	-4.92
12/26/12	2,613.590	**FNMA POOL #811327 5.000% 1/01/20** 2,613 5900 UNITS ACQUIRED ON 01/28/05	-2,659.62 2,659 62	2,613.59	0.00	-46.03
01/25/13	277.500	**FNMA POOL #811327 5.000% 1/01/20** 277 5000 UNITS ACQUIRED ON 01/28/05	-282.39 282 39	277.50	0.00	-4.89
02/25/13	263.880	**FNMA POOL #811327 5.000% 1/01/20** 263 8800 UNITS ACQUIRED ON 01/28/05	-268.53 268 53	263.88	0.00	-4.65
03/25/13	308.010	**FNMA POOL #811327 5.000% 1/01/20** 308 0100 UNITS ACQUIRED ON 01/28/05	-313.43 313 43	308.01	0.00	-5.42
04/25/13	2,153.120	**FNMA POOL #811327 5.000% 1/01/20** 2,153 1200 UNITS ACQUIRED ON 01/28/05	-2,191.04 2,191 04	2,153.12	0.00	-37.92
05/28/13	257.860	**FNMA POOL #811327 5.000% 1/01/20** 257 8600 UNITS ACQUIRED ON 01/28/05	-262.40 262 40	257.86	0.00	-4.54
06/25/13	236.240	**FNMA POOL #811327 5.000% 1/01/20** 236 2400 UNITS ACQUIRED ON 01/28/05	-240.40 240 40	236.24	0.00	-4.16
07/27/12	300.000	**HALLIBURTON CO**	-5,775.00	9,425.79	0.00	3,650.79
09/21/12	200.000	**HALLIBURTON CO** 200 0000 UNITS ACQUIRED ON 01/04/05	-3,850.00 3,850 00	7,273.86	0.00	3,423.86
07/27/12	170.000	**HEWLETT PACKARD CO**	-7,281.35	3,063.35	0.00	-4,218.00
09/05/12	600.000	**HEWLETT PACKARD CO** 400 0000 UNITS ACQUIRED ON 05/25/11 200 0000 UNITS ACQUIRED ON 01/06/09	-21,969.38 14,419 92 7,549 46	10,079.78	0.00	-11,889.60
07/27/12	200.000	**INTEL CORP**	-4,551.92	4,997.90	0.00	445.98
06/21/13	800.000	**INTEL CORP** 800 0000 UNITS ACQUIRED ON 05/25/11	-18,207.68 18,207 68	20,315.65	0.00	2,107.97
07/27/12	100.000	**JOHNSON & JOHNSON**	-5,055.82	6,765.86	0.00	1,710.04
07/27/12	255.000	**JOHNSON CONTROLS INC**	-8,177.85	6,165.79	-2,012.06	0.00
07/27/12	250.000	**MEADWESTVACO CORP**	-6,680.57	7,002.47	0.00	321.90
02/22/13	250.000	**MEADWESTVACO CORP** 250 0000 UNITS ACQUIRED ON 01/04/08	-6,680.57 6,680 57	8,854.88	0.00	2,174.31
07/27/12	200.000	**MICROSOFT CORP**	-5,816.00	5,809.88	0.00	-6.12

WELLS FARGO

Account Statement For:
WILSON FDN. IMA - INVESTMENTS

Period Covered: July 1, 2012 - June 30, 2013

Account Number 27301501

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
02/04/13	400.000	**NOVARTIS AG - ADR**	-21,334.40	27,243.03	0.00	5,908.63
		150 0000 UNITS ACQUIRED ON 05/25/11	9,251 90			
		250 0000 UNITS ACQUIRED ON 03/15/05	12,082 50			
06/06/13	1,195.697	**OPPENHEIMER DEVELOPING MKT-Y #788**	-42,208.10	41,347.20	0.00	-860.90
		1,195 6970 UNITS ACQUIRED ON 12/23/10	42,208 10			
07/27/12	100.000	**TARGET CORP**	-5,246.99	6,029.87	782.88	0.00
07/27/12	100.000	**UNION PACIFIC CORP**	-7,144.51	11,716.73	0.00	4,572.22
09/21/12	30.000	**UNION PACIFIC CORP**	-2,399.20	3,773.31	0.00	1,374.11
		10 0000 UNITS ACQUIRED ON 01/19/11	970 30			
		20 0000 UNITS ACQUIRED ON 05/19/10	1,428 90			
07/27/12	100.000	**UNITED PARCEL SERVICE-CL B**	-6,893.16	7,449.88	0.00	556.72
07/27/12	150.000	**UNITEDHEALTH GROUP INC**	-7,269.26	8,146.33	0.00	877.07
01/11/13	900.000	**VODAFONE GROUP PLC NEW ADR**	-25,764.50	23,453.57	0.00	-2,310.93
		400 0000 UNITS ACQUIRED ON 05/25/11	11,067 64			
		100 0000 UNITS ACQUIRED ON 01/04/08	3,667 00			
		200 0000 UNITS ACQUIRED ON 12/23/10	5,349 98			
		200 0000 UNITS ACQUIRED ON 01/19/11	5,679 88			
07/27/12	200.000	**WAL MART STORES INC**	-8,782.00	14,339.70	0.00	5,557.70
07/27/12	150.000	**WALT DISNEY CO**	-5,315.99	7,222.35	-1,906.36	0.00
07/25/12	2,248.876	**WELLS FARGO ADV TOT RT BD FD-IN #944**	-28,875.57	30,000.00	1,124.43	0.00
07/27/12	50.000	**3M CO**	-4,281.78	4,419.90	0.00	138.12
Total This Period			-$396,942.24	$460,347.89	$1,801.61	$61,604.04

Gain/Loss information is un-audited and should not be used for tax preparation, estate and/or retirement planning purposes

1/1/13-6/30/13
Gross Proceeds : $135,615.84
Cost Basis : $122,464.14
Long term Gain : $13,151.70

Wilson, Warren & Velda Foundation
Form 990-PF
EIN 47-0741012
Balance Sheet
Fiscal Year End 6/30/2013

	Cost			Total Cost
	#27301502	#27301501	Checking Acct	
Cash & Eq	$ 106,296 14	122,683.16	130 00	$ 229,109 30
Fixed Income	-	1,029,166 37	-	1,029,166 37
Equities	-	1,954,089 54	-	1,954,089 54
Other Invests	-	145,000.00	-	145,000 00
Real Estate & Specialty Assets	3,428,813 29	288,086 93	-	3,716,900 22
Land, Buildings, Equip	12,978 00	-	-	12,978 00
Subtotal	$ 3,548,087.43	3,539,026 00	130 00	$ 7,087,243 43

	FMV			Total FMV
	#27301502	#27301501	Checking Acct	
Cash & Eq	$ 106,296 14	122,683 16	130 00	$ 229,109 30
Fixed Income	-	1,039,040 53	-	1,039,040 53
Equities	-	2,337,866 03	-	2,337,866 03
Other Invests	-	154,976 03	-	154,976 03
Real Estate & Specialty Assets	7,288,040 00	306,844 91	-	7,594,884 91
Land, Buildings, Equip	12,978 00	-	-	12,978 00
Subtotal	$ 7,407,314 14	3,961,410 66	130 00	$ 11,368,854 80

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Cash & Equivalents							
MONEY MARKET							
FEDERATED TREAS OBL FD 68 *Asset held in Invested Income Portfolio*	88,629 200		$88,629 20	$88,629.20	$0 00	0 01%	$0 73
FEDÉRATED TREAS OBL FD 68	34,053.960		34,053 96	34,053 96	0 00	0 01	0 23
Total Money Market			**$122,683.16**	**$122,683.16**	**$0.00**	**0.01%**	**$0.96**
Total Cash & Equivalents			**$122,683.16**	**$122,683.16**	**$0.00**	**0.01%**	**$0.96**

Asset Description	Par Value	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Yield to Maturity	Accrued Income
Fixed Income							
GOVERNMENT OBLIGATIONS							
FED NATL MTG ASSN POOL #811327 DTD 01/01/05 5.000 01/01/2020 CUSIP 31406JLG6 MOODY'S RATING N/A STANDARD & POOR'S RATING N/A	13,996 430	$106.792	$14,947 07	$14,242 95	$704 12	3.81%	$58.32
Total Government Obligations			**$14,947.07**	**$14,242.95**	**$704.12**		**$58.32**
CORPORATE OBLIGATIONS							
BB&T CORPORATION MED TERM NOTE DTD 09/25/09 3 375 09/25/2013 CUSIP: 05531FAE3 MOODY'S RATING A2 STANDARD & POOR'S RATING A-	50,000.000	$100 657	$50,328.50	$51,285 00	- $956 50	3 35%	$450 00
BELLSOUTH CORP DTD 09/13/04 5 200 09/15/2014 CUSIP· 079860AG7 MOODY'S RATING WR STANDARD & POOR'S RATING· A-	75,000 000	105 006	78,754 50	75,322 50	3,432 00	1 04	1,148 33

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Yield to Maturity	Accrued Income
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
CONOCOPHILLIPS DTD 05/08/08 5 200 05/15/2018 CUSIP 20825CAN4 MOODY'S RATING A1 STANDARD & POOR'S RATING A	75,000 000	114 304	85,728 00	74,013 75	11,714 25	2 10	498 33
HEWLETT-PACKARD CO DTD 02/27/07 5 400 03/01/2017 CUSIP 428236AM5 MOODY'S RATING BAA1 STANDARD & POOR'S RATING BBB+	75,000 000	109 010	81,757 50	79,212 00	2,545 50	2 80	1,350 00
KIMBERLY-CLARK CORP DTD 08/11/05 4 875 08/15/2015 CUSIP 494368AY9 MOODY'S RATING A2 STANDARD & POOR'S RATING A	75,000 000	108 840	81,630 00	78,531 75	3,098 25	0 69	1,381 25
ORACLE CORP DTD 01/13/06 5 250 01/15/2016 CUSIP 68402LAC8 MOODY'S RATING A1 STANDARD & POOR'S RATING A+	75,000 000	110 594	82,945 50	77,556 00	5,389 50	1 03	1,815 63
UNILEVER CAPITAL CORP DTD 02/12/09 3 650 02/15/2014 CUSIP 904764AJ6 MOODY'S RATING A1 STANDARD & POOR'S RATING A+	30,000 000	101 918	30,575 40	30,997 50	- 422 10	0 60	413 67
Total Corporate Obligations			**$491,719.40**	**$466,918.50**	**$24,800.90**		**$7,057.21**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Fixed Income							
DOMESTIC MUTUAL FUNDS							
RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #5855 SYMBOL: SAMHX CUSIP: 76628T645	10,667 678	$9.960	$106,250 07	$105,249 00	$1,001.07	6 23%	$18 15
WELLS FARGO ADVANTAGE CORE BOND FUND CLASS INST #944 SYMBOL: MBFIX CUSIP: 94975J581	19,159 478	12 430	238,152 31	246,124 43	- 7,972.12	1 79	0.00
Total Domestic Mutual Funds			**$344,402.38**	**$351,373.43**	**- $6,971.05**	**3.16%**	**$18.15**
INTERNATIONAL MUTUAL FUNDS							
FIDELITY ADVISORS EMERGING MARKETS INCOME FUND CLASS I SYMBOL: FMKIX CUSIP: 315920702	6,633 248	$13 480	$89,416 18	$90,464 07	- $1,047 89	4.68%	$0 00
PIMCO FOREIGN BOND (UNHEDGED) FUND #1853 SYMBOL: PFUIX CUSIP: 722005220	10,005 635	9.850	98,555 50	106,167.42	- 7,611.92	2 60	0 00
Total International Mutual Funds			**$187,971.68**	**$196,631.49**	**- $8,659.81**	**3.59%**	**$0.00**
Total Fixed Income			**$1,039,040.53**	**$1,029,166.37**	**$9,874.16**		**$7,133.68**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities							
CONSUMER DISCRETIONARY							
COACH INC SYMBOL. COH CUSIP. 189754104	670 000	$57 090	$38,250 30	$36,989 05	$1,261 25	2 36%	$226 13
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP. 20030N101	200 000	41 750	8,350 00	4,893 96	3,456 04	1 87	0 00
TARGET CORP SYMBOL· TGT CUSIP 87612E106	250 000	68 860	17,215 00	13,117 48	4,097 52	2 50	0 00
WALT DISNEY CO SYMBOL· DIS CUSIP: 254687106	150 000	63 150	9,472 50	5,315 98	4,156 52	1 19	0 00
Total Consumer Discretionary			**$73,287.80**	**$60,316.47**	**$12,971.33**	**2.19%**	**$226.13**
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL· CVS CUSIP 126650100	420 000	$57 180	$24,015 60	$15,837 32	$8,178 28	1 57%	$0 00
MONSTER BEVERAGE CORP SYMBOL. MNST CUSIP· 611740101	300 000	60 830	18,249 00	14,123 97	4,125 03	0 00	0 00
WAL MART STORES INC SYMBOL: WMT CUSIP: 931142103	300 000	74 490	22,347 00	14,500 48	7,846 52	2 52	0 00
Total Consumer Staples			**$64,611.60**	**$44,461.77**	**$20,149.83**	**1.46%**	**$0.00**
ENERGY							
APACHE CORP SYMBOL. APA CUSIP 037411105	600 000	$83 830	$50,298 00	$55,930 41	- $5,632 41	0 95%	$0 00
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP 30231G102	400 000	90 350	36,140 00	27,979 45	8,160 55	2 79	0 00
Total Energy			**$86,438.00**	**$83,909.86**	**$2,528.14**	**1.72%**	**$0.00**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities *(continued)*							
FINANCIALS							
AFFILIATED MANAGERS GROUP, INC COM SYMBOL: AMG CUSIP: 008252108	75 000	$163 940	$12,295.50	$4,491 76	$7,803 74	0 00%	$0 00
AFLAC INC SYMBOL: AFL CUSIP 001055102	300 000	58 120	17,436 00	13,080 88	4,355 12	2 41	0 00
BERKSHIRE HATHAWAY INC SYMBOL· BRK B CUSIP· 084670702	350 000	111 920	39,172.00	20,408 72	18,763.28	0 00	0 00
CME GROUP INCE SYMBOL: CME CUSIP: 12572Q105	335 000	75.950	25,443 25	18,258 01	7,185.24	2 37	0 00
GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP: 38141G104	200 000	151 250	30,250 00	30,566 63	- 316.63	1.32	0.00
JPMORGAN CHASE & CO SYMBOL. JPM CUSIP· 46625H100	600.000	52.790	31,674 00	24,422 60	7,251 40	2 88	0 00
US BANCORP DEL NEW SYMBOL: USB CUSIP. 902973304	360 000	36 150	13,014 00	9,391.20	3,622.80	2 54	82 80
Total Financials			**$169,284.75**	**$120,619.80**	**$48,664.95**	**1.57%**	**$82.80**
HEALTH CARE							
CELGENE CORP COM SYMBOL CELG CUSIP: 151020104	300 000	$116 980	$35,094 00	$11,943 39	$23,150 61	0 00%	$0 00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	300 000	85.860	25,758 00	15,201 02	10,556 98	3 07	0 00
MCKESSON CORP SYMBOL. MCK CUSIP 58155Q103	250 000	114.500	28,625 00	24,819.71	3,805 29	0 70	50 00
THERMO FISHER SCIENTIFIC INC SYMBOL· TMO CUSIP: 883556102	600 000	84 630	50,778 00	34,470 21	16,307 79	0 71	90 00
UNITEDHEALTH GROUP INC SYMBOL UNH CUSIP 91324P102	350 000	65.480	22,918 00	16,814 91	6,103 09	1 71	0 00
Total Health Care			**$163,173.00**	**$103,249.24**	**$59,923.76**	**1.07%**	**$140.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INDUSTRIALS							
BOEING CO SYMBOL. BA CUSIP: 097023105	200 000	$102 440	$20,488 00	$16,262 89	$4,225 11	1 89%	$0 00
CATERPILLAR INC SYMBOL CAT CUSIP: 149123101	200 000	82 490	16,498 00	18,623 33	- 2,125 33	2 91	0 00
DEERE & CO SYMBOL· DE CUSIP: 244199105	280 000	81 250	22,750 00	15,850 48	6,899 52	2 51	142 80
UNION PACIFIC CORP SYMBOL. UNP CUSIP. 907818108	170 000	154 280	26,227 60	17,020 08	9,207 52	1 79	117 30
UNITED PARCEL SERVICE-CL B SYMBOL. UPS CUSIP 911312106	300 000	86 480	25,944 00	22,130 06	3,813 94	2 87	0 00
3M CO COM SYMBOL. MMM CUSIP. 88579Y101	250 000	109 350	27,337 50	22,186 14	5,151 36	2 32	0 00
Total Industrials			**$139,245.10**	**$112,072.98**	**$27,172.12**	**2.36%**	**$260.10**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP: 037833100	65 000	$396 530	$25,774 45	$15,354 25	$10,420 20	3 08%	$0 00
CISCO SYSTEMS INC SYMBOL· CSCO CUSIP: 17275R102	1,650 000	24.335	40,152 75	31,328.91	8,823 84	2 79	0 00
E M C CORP MASS SYMBOL EMC CUSIP 268648102	1,050 000	23 620	24,801 00	11,403 00	13,398 00	1 69	105 00
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508	31 000	880.370	27,291 47	17,932 50	9,358 97	0 00	0 00
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	95 000	191 110	18,155 45	19,509 27	- 1,353 82	1.99	0 00
MICROSOFT CORP SYMBOL: MSFT CUSIP. 594918104	600 000	34.545	20,727.00	15,266 40	5,460 60	2.66	0.00
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105	400.000	30 710	12,284 00	13,275 80	- 991 80	1 56	0 00
Total Information Technology			**$169,186.12**	**$124,070.13**	**$45,115.99**	**2.03%**	**$105.00**
MATERIALS							
CELANESE CORP SYMBOL: CE CUSIP. 150870103	265 000	$44.800	$11,872 00	$10,037 32	$1,834.68	0 80%	$0 00
ECOLAB INC SYMBOL. ECL CUSIP: 278865100	250 000	85 190	21,297.50	13,094 11	8,203 39	1 08	57 50
Total Materials			**$33,169.50**	**$23,131.43**	**$10,038.07**	**0.98%**	**$57.50**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INTERNATIONAL EQUITIES							
BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP: 088606108	410.000	$57 660	$23,640 60	$36,456 83	- $12,816 23	3.95%	$0 00
DIAGEO PLC - ADR SPONSORED ADR CUSIP· 25243Q205	300 000	114 950	34,485 00	25,311 99	9,173 01	2 46	0 00
HSBC - ADR SPONSORED ADR CUSIP 404280406	195 000	51 900	10,120 50	10,685 67	- 565 17	4 43	0 00
NESTLE S A REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406	340 000	65 780	22,365 20	19,329 80	3,035 40	2 76	0 00
SCHLUMBERGER LTD CUSIP: 806857108	400 000	71 660	28,664 00	29,236 97	- 572 97	1 74	125.00
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR CUSIP: 881624209	600 000	39 200	23,520.00	31,702 17	- 8,182 17	2 41	0 00
TOTAL S A - ADR SPONSORED ADR CUSIP. 89151E109	215 000	48 700	10,470 50	9,599 08	871 42	5 28	140 72
Total International Equities			**$153,265.80**	**$162,322.51**	**- $9,056.71**	**2.92%**	**$265.72**
DOMESTIC MUTUAL FUNDS							
ISHARES RUSSELL 1000 GROWTH SYMBOL· IWF CUSIP: 464287614	3,000 000	$72 740	$218,220 00	$182,098 20	$36,121 80	1 54%	$0 00
ISHARES RUSSELL 2000 SYMBOL IWM CUSIP: 464287655	1,850 000	97 000	179,450 00	108,195 03	71,254 97	1 75	0 00
ISHARES TR RUSSELL MIDCAP INDEX FD SYMBOL. IWR CUSIP 464287499	1,825 000	129 890	237,049 25	158,791 28	78,257 97	1 61	0 00
Total Domestic Mutual Funds			**$634,719.25**	**$449,084.51**	**$185,634.74**	**1.63%**	**$0.00**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities *(continued)*	updated as of 6/30/13						
INTERNATIONAL MUTUAL FUNDS							
DODGE & COX INTERNATIONAL STOCK FUND #1048 SYMBOL: DODFX CUSIP: 256206103	11,725 137	36.51 ~~$36 460~~	428,084.75 ~~$427,498 50~~	$437,347 61	- $9,849 11	2 05%	$0 00
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL: EEM CUSIP. 464287234	675 000	38 500	25,987.50	32,511 33	- 6,523 83	2 00	0 00
OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505	4,717 781	33 560	158,328.73	159,691 90	- 1,363 17	0 74	0 00
TEMPLETON FRONTIER MARKETS FUND CLASS AD #674 SYMBOL: FFRZX CUSIP: 88019R641	2,357 306	16 580	39,084 13	41,300 00	- 2,215 87	1 38	0 00
Total International Mutual Funds			**$650,898.86**	**$670,850.84**	**- $19,951.98**	**1.69%**	**$0.00**
Total Equities			~~**$2,337,279.78**~~ 2337,866.03	**$1,954,089.54**	**$383,190.24**	**1.77%**	**$1,137.25**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/13	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Complementary Strategies							
OTHER							
GATEWAY FUND - Y #1986 SYMBOL: GTEYX CUSIP· 367829884	5,556 688	$27 890	$154,976.03	$145,000 00	$9,976 03	1 88%	$0.00
Total Other			**$154,976.03**	**$145,000.00**	**$9,976.03**	**1.88%**	**$0.00**
Total Complementary Strategies			**$154,976.03**	**$145,000.00**	**$9,976.03**	**1.88%**	**$0.00**

WELLS FARGO

Account Statement For:
WILSON FDN. IMA - INVESTMENTS

Period Covered June 1, 2013 - June 30, 2013

Account Number 27301501

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Real Assets							
REAL ESTATE INVESTMENT TRUSTS (REITS)							
CHAMBERS STREET PROPERTIES SYMBOL CSG CUSIP 157842105	24,456 000	$10 000	$244,560 00	$212,929 25	$31,630 75	5 00%	$3,668 40
Total Real Estate Investment Trusts (Reits)			**$244,560.00**	**$212,929.25**	**$31,630.75**	**5.00%**	**$3,668.40**
REAL ASSET FUNDS							
CHAMBERS STREET PROPERTIES	0 522	$10 000	$5 22	$4 54	$0 68	5 75%	$0 00
GOLDMAN SACHS COMMODITY STRATEGY INSTL SYMBOL: GCCIX CUSIP: 38143H381	11,597 707	5 370	62,279 69	75,153 14	- 12,873 45	0.09	0 00
Total Real Asset Funds			**$62,284.91**	**$75,157.68**	**- $12,872.77**	**0.09%**	**$0.00**
Total Real Assets			**$306,844.91**	**$288,086.93**	**$18,757.98**	**4.00%**	**$3,668.40**

	Account Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Accrued Income
TOTAL ASSETS	**$3,960,824.41**	**$3,539,026.00**	**$421,798.41**	**$11,940.29**

DC4B31UFAI 001063 NNNNNNNNNN NNN NNN 009 018 027581 10607288 1

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Cash & Equivalents							
MONEY MARKET							
FEDERATED TREAS OBL FD 68	17,955 430		$17,955 43	$17,955 43	$0 00	0 01%	$0 15
FEDERATED TREAS OBL FD 68 *Asset held in Invested Income Portfolio*	88,340 710		88,340 71	88,340 71	0 00	0 01	0 77
Total Money Market			**$106,296.14**	**$106,296.14**	**$0.00**	**0.01%**	**$0.92**
Total Cash & Equivalents			**$106,296.14**	**$106,296.14**	**$0.00**	**0.01%**	**$0.92**

Asset Description	Quantity	Price	Value Carried as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Real Assets							
REAL PROPERTY							
E2 & E2SW4 5-5-8, PART OF NE4NE4 & N2NW4 8-5-8, NW4 9-5-8, SW4 & PT OF S2NW4 11-5-7, SW4 11-5-8, NW4 22-6-7 ALL IN CLAY CNTY,NE ASSET MANAGER STEVE MANNING PHONE# 308-389-4209 Valued as of 11/19/09	1 000	$4,648,040 000	$4,648,040 00	$2,156,639 29	$2,491,400 71	4 32%	$0 00
PT W2SE4 & LOTS 1-16 BLK 24 1ST ADDN FAIRFIELD W/EXC 3-5-7 AND PT E2NE4 10-5-7 CLAY CNTY, NE ASSET MANAGER STEVE MANNING PHONE# 308-389-4209 Valued as of 11/19/09	1 000	524,000 000	524,000 00	310,000 00	214,000 00	5 29	0 00
SW4 22-6-7, NE4 27-6-7 ALL IN CLAY CNTY, NE ASSET MANAGER STEVE MANNING PHONE# 308-389-4209 Valued as of 11/19/09	1 000	1,272,000 000	1,272,000 00	616,000 00	656,000 00	6 93	0 00

WELLS FARGO

Account Statement For:
WILSON FDN. IMA - REAL ESTATE

Period Covered June 1, 2013 - June 30, 2013

Account Number 27301502

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Value Carried as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Real Assets *(continued)*							
REAL PROPERTY *(continued)*							
SW4 33-5-17 PHELPS CNTY, NE ASSET MANAGER: STEVE MANNING PHONE# 308-389-4209 Valued as of 12/16/09	1 000	686,000 000	686,000 00	275,000 00	411,000 00	5 98	0 00
S2NE4 16-5-9 ADAMS CNTY, NE ASSET MANAGER STEVE MANNING PHONE# 308-389-4209 Valued as of 12/16/09	1 000	158,000 000	158,000 00	81,000 00	77,000 00	4 56	0 00
Total Real Property			**$7,288,040.00**	**$3,438,639.29**	**$3,849,400.71**	**5.01%**	**$0.00**
Total Real Assets			**$7,288,040.00**	**$3,438,639.29**	**$3,849,400.71**	**5.01%**	**$0.00**

	Account Value as of 06/30/13	Cost Basis	Unrealized Gain/Loss	Accrued Income
TOTAL ASSETS	**$7,394,336.14**	**$3,544,935.43**	**$3,849,400.71**	**$0.92**

<9826.07>

RE → 3428,813.29 cash 106,296.14

3,535,109.43

Cost Basis

027596