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

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

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation  
**BODENHAMER FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**P.O. BOX 7588**

City or town, state, and ZIP code  
**LITTLE ROCK, AR 72217**

**A Employer identification number**  
75-2070352

**B Telephone number**  
501-604-3190

**C** If exemption application is pending, check here

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

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

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

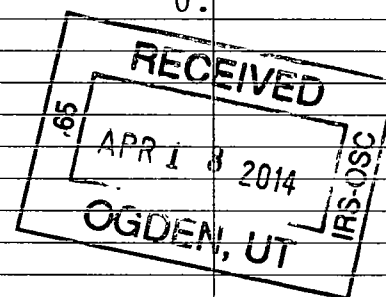
**G** Check all that apply  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
 \$ **6,588,622.** (Part I, column (d) must be on cash basis)

**J** Accounting method  
 Cash  
 Accrual  
 Other (specify) \_\_\_\_\_

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	2,004,300.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	123.	123.	123.	STATEMENT 1
	4 Dividends and interest from securities	149,564.	149,564.	149,564.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	332,829.			
	b Gross sales price for all assets on line 6a	1,777,315.			
	7 Capital gain net income (from Part IV, line 2)		332,829.		
	8 Net short-term capital gain			N/A	
	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 Total. Add lines 1 through 11	2,486,816.	482,516.	149,687.		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses <b>STMT 3</b>	17,320.	0.	0.	0.
	24 Total operating and administrative expenses Add lines 13 through 23	17,320.	0.	0.	0.
	25 Contributions, gifts, grants paid	329,000.			329,000.
26 Total expenses and disbursements Add lines 24 and 25	346,320.	0.	0.	329,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,140,496.				
b Net investment income (if negative, enter -0-)		482,516.			
c Adjusted net income (if negative, enter -0-)			149,687.		



SCANNED APR 29 2014

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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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		47,446.	699,326.	699,326.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	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 5			1,584,400.	3,016,380.	3,534,992.
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 6			1,811,759.	1,868,280.	2,354,304.	
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶ PREPAID EXCISE TAX )			800.	920.	0.	
16	<b>Total assets (to be completed by all filers)</b>			<b>3,444,405.</b>	<b>5,584,906.</b>	<b>6,588,622.</b>	
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	<b>Total liabilities (add lines 17 through 22)</b>			<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	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 <input checked="" type="checkbox"/>						
	and complete lines 27 through 31						
27	Capital stock, trust principal, or current funds			0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			3,444,405.	5,584,906.	STATEMENT 4	
30	<b>Total net assets or fund balances</b>			<b>3,444,405.</b>	<b>5,584,906.</b>		
31	<b>Total liabilities and net assets/fund balances</b>			<b>3,444,405.</b>	<b>5,584,906.</b>		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,444,405.
2	Enter amount from Part I, line 27a	2	2,140,496.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	5.
4	Add lines 1, 2, and 3	4	5,584,906.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>5,584,906.</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P		
b SEE ATTACHED SCHEDULE	P		
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 746,090.		517,153.	228,937.
b 1,031,225.		927,333.	103,892.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			228,937.
b			103,892.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	332,829.
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	103,892.

**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	171,996.	3,625,118.	.047446
2010	152,855.	3,788,897.	.040343
2009	183,000.	3,526,561.	.051892
2008	172,686.	3,332,935.	.051812
2007	236,620.	4,909,667.	.048195

2 Total of line 1, column (d)	2	.239688
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	.047938
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,273,330.
5 Multiply line 4 by line 3	5	300,731.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,825.
7 Add lines 5 and 6	7	305,556.
8 Enter qualifying distributions from Part XII, line 4	8	329,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,825.
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	4,825.
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	4,825.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	920.	
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	920.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,905.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

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

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>GAIL O'DONNELL</u> Telephone no ▶ <u>501-604-3190</u> Located at ▶ <u>401 W. CAPITAL AVE STE 503, LITTLE ROCK, AR</u> ZIP+4 ▶ <u>72201</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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?  Yes  No  
 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?  Yes  No

**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
LEE BODENHAMER P.O. BOX 7588 LITTLE ROCK, AR 72217	TRUSTEE	0.00	0.	0.

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

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

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

**Part 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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**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	5,727,162.
b	Average of monthly cash balances	1b	641,701.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,368,863.
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	6,368,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,533.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,273,330.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	313,667.

**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	313,667.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,825.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,825.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	308,842.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	308,842.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	308,842.

**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	329,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	329,000.
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	4,825.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	324,175.

**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				308,842.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			18,640.	
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 ▶ \$ 329,000.				
a Applied to 2011, but not more than line 2a			18,640.	
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				308,842.
e Remaining amount distributed out of corpus	1,518.			
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:	1,518.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	1,518.			
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	1,518.			

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

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

**1 Information Regarding Foundation Managers:**

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

LEE BODENHAMER

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

NONE

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

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

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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE ATTACHED LISTING</p>				329,000.
<b>Total</b>			▶ 3a	329,000.
<p>b Approved for future payment</p> <p>NONE</p>				
<b>Total</b>			▶ 3b	0.





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

BODENHAMER FOUNDATION

Employer identification number

75-2070352

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>BODENHAMER FOUNDATION</b>	Employer identification number <b>75-2070352</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>LEE BODENHAMER</u>  <u>P.O. BOX 7588</u>  <u>LITTLE ROCK, AR 72217</u>	\$ <u>747,328.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>CENTENNIAL CONSULTING CORPORATION</u>  <u>P.O. BOX 7588</u>  <u>LITTLE ROCK, AR 72217</u>	\$ <u>1,256,972.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization  <b>BODENHAMER FOUNDATION</b>	Employer identification number  <b>75-2070352</b>
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization

Employer identification number

**BODENHAMER FOUNDATION**

75-2070352

**Part III**

*Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1**


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SOURCE	AMOUNT
MERRILL LYNCH	123.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	123.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - SCHWAB	93,043.	0.	93,043.
GMO TRUST DIVIDENDS	56,521.	0.	56,521.
TOTAL TO FM 990-PF, PART I, LN 4	149,564.	0.	149,564.

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**FORM 990-PF OTHER EXPENSES STATEMENT 3**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEES	16,480.	0.	0.	0.
OTHER FEES	840.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	17,320.	0.	0.	0.

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**FORM 990-PF OTHER FUNDS STATEMENT 4**


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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	3,444,405.	5,584,906.
TOTAL TO FORM 990-PF, PART II, LINE 29	3,444,405.	5,584,906.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK		3,016,380.	3,534,992.
TOTAL TO FORM 990-PF, PART II, LINE 10B		3,016,380.	3,534,992.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GMO TRUST	COST	1,868,280.	2,354,304.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,868,280.	2,354,304.

**Bodenhamer Foundation Contributions for Fiscal Year ended 11-30-13**

<b>Date</b>	<b>Check No.</b>	<b>Payee</b>	<b>Amount</b>
4/3/2013	USB 823	Our House	5,000 00
5/23/2013	USB 824	Washington Regional Medical Foundation	1,000 00
8/12/2013	ML 283	University of Arkansas	120,000 00
	ML 284	VOID	
11/22/2013	ML 285	University of AR Foundation - Bodenhamer Fellowship Group Travel	14,500 04
11/22/2013	ML 286	Fort Collins Museum of Discovery	25,000 00
11/22/2013	ML 287	University of Arkansas Walton College	5,000 00
11/22/2013	ML 288	UALR FDN	1,000 00
11/22/2013	ML 289	St. Vincent Foundation	1,000 00
11/22/2013	ML 290	Baptist Health Foundation	1,000 00
11/22/2013	ML 291	The Nature Conservancy	2,000 00
11/22/2013	ML 292	Amazeum	500 00
11/22/2013	ML 293	UAMS - NW	1,250 00
11/22/2013	ML 294	Hope Cancer Resources	1,250 00
11/22/2013	ML 295	Feed Fayetteville	500 00
11/22/2013	ML 296	University of the Ozarks	10,000 00
11/22/2013	ML 297	Jones Eye Institute	10,000 00
11/22/2013	ML 298	Donald W Reynolds Institute on Aging	10,000 00
11/22/2013	ML 299	University of Arkansas Bodenhamer Fellowship Endowment	120,000 00
			329,000 04
		Have not cleared a/o 11/30/13	175,500 00

Foundation Resource Management, Inc.  
**REALIZED GAINS AND LOSSES**  
**Combined Bodenhamer Foundation**  
*From 12-01-12 Through 11-30-13*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-10-2012	12-14-2012	350	AMGEN	31,409 00	31,446 40	37 40	
12-10-2012	12-14-2012	1,575	EMC	39,406 50	38,834 41	-572 09	
12-10-2012	12-14-2012	650	FLUOR CORP NEW DEL COM	37,388 00	37,270 24	-117 76	
12-10-2012	12-14-2012	1,400	LOWE'S COMPANIES INC	48,734 00	47,954 37	-779 63	
12-10-2012	12-14-2012	1,575	ORACLE	50,510 25	50,141 08	-369 17	
12-10-2012	12-14-2012	250	VISA INC CL A	37,165 00	36,592 23	-572 77	
12-10-2012	12-14-2012	400	WAL-MART STORES	28,860 00	27,670 82	-1,189 18	
12-10-2012	01-10-2013	400	AMERICAN EXPRESS	22,700 00	24,255 71	1,555 71	
12-10-2012	01-10-2013	85	APPLE INC	45,034 78	44,621 85	-412 93	
12-10-2012	01-10-2013	780	CISCO SYSTEMS	15,436 20	15,951 05	514 85	
12-10-2012	01-10-2013	1,120	CORNING	14,145 60	14,196 81	51 21	
12-10-2012	01-10-2013	100	EXPEDITORS INTL WASH	3,822 00	4,247 14	425 14	
12-10-2012	01-10-2013	100	EXPEDITORS INTL WASH	3,822 00	4,247 14	425 14	
12-10-2012	01-10-2013	100	EXPEDITORS INTL WASH	3,822 00	4,247 14	425 14	
12-10-2012	01-10-2013	180	EXPEDITORS INTL WASH	6,879 60	7,644 84	765 24	
12-10-2012	01-10-2013	340	EXXON MOBIL	30,059 40	30,363 59	304 19	
12-10-2012	01-10-2013	180	INTERNATIONAL BUSINESS MACHINES	34,671 60	34,710 65	39 05	
12-10-2012	01-10-2013	130	MONSANTO	11,771 50	12,894 95	1,123 45	
12-10-2012	01-10-2013	240	PEPSICO	16,850 40	16,986 27	135 87	
12-11-2012	01-10-2013	320	SCHLUMBERGER	23,116 80	23,383 49	266 69	
12-10-2012	01-10-2013	560	SOUTHWESTERN ENERGY CO COM	18,849 60	17,934 73	-914 87	
12-10-2012	01-10-2013	330	STRYKER	18,080 70	19,346 11	1,265 41	
12-10-2012	01-10-2013	115	UNITED PARCEL SERVICE	8,473 20	8,977 30	504 10	
12-10-2012	01-10-2013	250	UNITED TECHNOLOGIES	20,252 50	21,197 07	944 57	
12-10-2012	01-10-2013	230	ZIMMER HOLDINGS, INC	15,065 00	16,250 08	1,185 08	
01-10-2013	01-29-2013	600	WESTERN UNION CO	8,280 86	8,348 80	67 94	
01-10-2013	01-29-2013	200	WESTERN UNION CO	276 03	278 29	2 26	
10-22-2001	03-21-2013	116	HUNTINGTON INGALLS	2,045 98	6,104 96	4,058 98	
11-06-2008	03-25-2013	100	CRIMSON WINE GROUP	719 79	926 00	206 21	
08-18-2011	03-25-2013	60	CRIMSON WINE GROUP	466 40	555 60	89 20	
04-11-2013	04-11-2013	0	FIRST QUANTUM MINERALS LTD	0 09	0 10	0 01	
02-05-2010	04-11-2013	408	INMET MINING CORP COM NPV	7,229 08	14,759 00	7 529 92	
02-08-2010	04-11-2013	92	INMET MINING CORP COM NPV	1,754 94	3,328 01	1,573 07	

Foundation Resource Management, Inc.

**REALIZED GAINS AND LOSSES**

**Combined Bodenhamer Foundation**

From 12-01-12 Through 11-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-10-2012	04-19-2013	120	STRYKER	6,574.80	7,659.49	1,084.69	
12-05-2012	04-29-2013	7,200	AT&T, INC (new)	244,152.00	267,036.66	22,884.66	
12-05-2012	04-29-2013	3,000	DUPONT EI DE NEMOURS	127,860.00	160,461.16	32,601.16	
12-05-2012	04-29-2013	4,000	VERIZON COMMUNICATIONS	176,400.00	212,989.87	36,589.87	
10-22-2008	05-01-2013	1	CST BRANDS	9.60	21.00		11.40
04-11-2013	05-03-2013	661	FIRST QUANTUM MINERALS LTD	12,359.94	11,935.96	-423.98	
04-11-2013	05-03-2013	149	FIRST QUANTUM MINERALS LTD	2,787.07	2,691.46	-95.61	
01-07-2008	05-09-2013	633	FORESTAR REAL ESTATE GROUP INC	13,096.86	15,017.79		1,920.93
01-14-2008	05-09-2013	1,800	FORESTAR REAL ESTATE GROUP INC	33,663.47	42,704.63		9,041.16
12-10-2012	05-15-2013	160	PEPSICO	11,233.60	13,362.35	2,128.75	
01-10-2013	05-16-2013	100	LOWE'S COMPANIES INC	3,552.73	4,326.96	774.23	
09-19-2001	05-16-2013	500	BOEING	16,300.31	48,492.46		32,192.15
11-05-2008	05-23-2013	900	SEAGATE TECHNOLOGY	6,532.90	38,870.55		32,337.65
09-01-2011	06-13-2013	1,300	GANNETT CO	14,541.39	32,998.78		18,457.39
11-05-2009	06-14-2013	700	SUNEDISON INC	8,912.60	5,953.01		-2,959.59
06-23-2011	06-14-2013	300	SUNEDISON INC	2,471.35	2,551.29		79.94
10-22-2001	08-15-2013	700	NORTHROP GRUMMAN	19,221.86	65,811.81		46,589.95
12-10-2012	08-21-2013	415	CISCO SYSTEMS	8,212.85	10,079.73	1,866.88	
01-10-2013	08-26-2013	180	SCOTTS MIRACLE GRO CO	8,310.55	9,681.72	1,371.17	
08-15-2002	08-27-2013	700	GOODYEAR TIRE & RUBBER	10,170.96	13,277.23		3,106.26
09-20-2002	08-27-2013	1,600	GOODYEAR TIRE & RUBBER	17,248.00	30,347.97		13,099.97
06-22-2009	09-13-2013	1,100	PHILIPS ELECTRONICS	19,504.53	36,421.39		16,916.86
09-14-2011	09-13-2013	600	PHILIPS ELECTRONICS	10,804.57	19,866.22		9,061.65
10-06-2008	10-15-2013	1,200	DOW CHEMICAL	33,868.99	48,592.60		14,723.61
01-05-2009	10-15-2013	500	DOW CHEMICAL	7,691.85	20,246.91		12,555.06
09-27-2012	10-30-2013	2,200	DELL COMPUTER	21,904.67	30,250.00		8,345.33
TOTAL GAINS					109,339.85	231,896.69	
TOTAL LOSSES					-5,447.98	-2,959.59	
TOTAL REALIZED GAIN/LOSS				1,444,486.26	1,777,315.23	103,891.87	228,937.10
Total Long Term				517,152.92	746,090.02		228,937.10
Total Short Term				927,333.34	1,031,225.21		103,891.87