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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**

Open to Public Inspection

Do not enter Social Security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>Mutual of Omaha Foundation</b>			A Employer identification number <b>20-2176636</b>	
Number and street (or P.O. box number if mail is not delivered to street address) <b>Mutual of Omaha Plaza</b>		Room/suite	B Telephone number (see instructions) <b>(866) 663-8665</b>	
City or town <b>Omaha</b>	State <b>Nebraska</b>	ZIP code <b>68175</b>		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 65,180,294</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

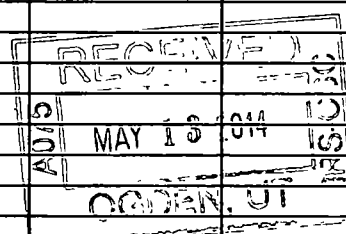
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	16,500,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,958	1,958		
	4 Dividends and interest from securities	978,508	978,508		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,846,947		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	17,480,466	2,827,413	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,020	14,020	14,020	
	24 Total operating and administrative expenses. Add lines 13 through 23	14,020	14,020	14,020	
	25 Contributions, gifts, grants paid	3,402,674			3,402,674
26 Total expenses and disbursements. Add lines 24 and 25	3,416,694	14,020	14,020	3,402,674	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	14,063,772				
b Net investment income (if negative, enter -0-)		2,813,393			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing					
	<b>2</b> Savings and temporary cash investments			69,293	3,802,228	3,802,228
	<b>3</b> Accounts receivable <span style="float:right">▶</span> Less: allowance for doubtful accounts <span style="float:right">▶</span>			7,040,000		
	<b>4</b> Pledges receivable <span style="float:right">▶</span> Less: allowance for doubtful accounts <span style="float:right">▶</span>					
	<b>5</b> Grants receivable					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	<b>7</b> Other notes and loans receivable (attach schedule) <span style="float:right">▶</span> Less: allowance for doubtful accounts <span style="float:right">▶</span>					
	<b>8</b> Inventories for sale or use					
	<b>9</b> Prepaid expenses and deferred charges					
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)					
	<b>b</b> Investments—corporate stock (attach schedule)					
	<b>c</b> Investments—corporate bonds (attach schedule)					
	<b>11</b> Investments—land, buildings, and equipment: basis <span style="float:right">▶</span> Less: accumulated depreciation (attach schedule) <span style="float:right">▶</span>					
	<b>12</b> Investments—mortgage loans					
	<b>13</b> Investments—other (attach schedule)			36,614,887	61,378,066	61,378,066
	<b>14</b> Land, buildings, and equipment: basis <span style="float:right">▶</span> Less: accumulated depreciation (attach schedule) <span style="float:right">▶</span>					
<b>15</b> Other assets (describe <span style="float:right">▶</span> )						
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)			43,724,180	65,180,294	65,180,294	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses					
	<b>18</b> Grants payable					
	<b>19</b> Deferred revenue					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b> Mortgages and other notes payable (attach schedule)					
	<b>22</b> Other liabilities (describe <span style="float:right">▶</span> Taxes Payable )			16,384	12,170	
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22)			16,384	12,170	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <span style="float:right">▶ <input type="checkbox"/></span>					
	<b>24</b> Unrestricted			43,707,796	65,168,124	
	<b>25</b> Temporarily restricted					
	<b>26</b> Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <span style="float:right">▶ <input type="checkbox"/></span>					
	<b>27</b> Capital stock, trust principal, or current funds					
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds					
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions)			43,707,796	65,168,124	
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions)			43,724,180	65,180,294		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	43,707,796
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	14,063,772
<b>3</b> Other increases not included in line 2 (itemize) <span style="float:right">▶</span> Net Realized Gains on Investments	<b>3</b>	7,448,066
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	65,219,634
<b>5</b> Decreases not included in line 2 (itemize) <span style="float:right">▶</span> Taxes	<b>5</b>	51,510
<b>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>	65,168,124

**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.)
<b>1a</b> Securities Held by Merrill Lynch	P	Various	Various
<b>b</b> Securities Held by Merrill Lynch	P	Various	Various
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 1,472,786			1,472,786
<b>b</b> 374,161			374,161
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV 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))
<b>a</b>			1,472,786
<b>b</b>			374,161
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	1,846,947
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,907,693	36,334,722	0.052503
2011	2,887,364	37,091,321	0.077845
2010	2,751,639	31,004,042	0.088751
2009	4,084,916	26,587,834	0.153639
2008	2,861,733	27,837,254	0.102802

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.475540
<b>3</b> 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	<b>3</b>	0.095108
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	47,291,402
<b>5</b> Multiply line 4 by line 3	<b>5</b>	4,497,791
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	28,134
<b>7</b> Add lines 5 and 6	<b>7</b>	4,525,925
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	3,402,674

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	56,268	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	56,268	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	56,268	
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	55,000	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	<b>Total credits and payments.</b> Add lines 6a through 6d	<b>7</b>	55,000	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	1,268	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NE		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.mutualofomahafoundation.org</u>	13	X	
14	The books are in care of ► <u>Laura A. Fender</u> Telephone no ► <u>(402) 351-8026</u> Located at ► <u>Mutual of Omaha Plaza, Omaha, NE</u> ZIP+4 ► <u>68175</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>			
16	At any time during calendar year 2013, 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 ►	16	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 ► <input type="checkbox"/>	1b	N/A
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b	N/A
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 2013?	4b	X

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">▶ <input type="checkbox"/></span></p> <p><b>c</b> 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?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>5b</p> <p>N/A</p> <p>6b</p> <p>X</p> <p>7b</p> <p>N/A</p>
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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Schedule 4				

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

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

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



**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3	<b>0</b>



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	46,723,019
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,288,557
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	48,011,576
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	48,011,576
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	720,174
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	47,291,402
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,364,570

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,364,570
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	56,268
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	56,268
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,308,302
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,308,302
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,308,302

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	3,402,674
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,402,674
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,402,674

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				2,308,302
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 1,488,817				
<b>b</b> From 2009 2,771,331				
<b>c</b> From 2010 1,243,002				
<b>d</b> From 2011 1,098,502				
<b>e</b> From 2012 170,890				
<b>f</b> Total of lines 3a through e	6,772,542			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,402,674				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				2,308,302
<b>e</b> Remaining amount distributed out of corpus	1,094,372			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,866,914			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,488,817			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,378,097			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 2,771,331				
<b>b</b> Excess from 2010 1,243,002				
<b>c</b> Excess from 2011 1,098,502				
<b>d</b> Excess from 2012 170,890				
<b>e</b> Excess from 2013 1,094,372				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<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) )

None

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

None

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

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

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

Christine Johnson, Mutual of Omaha Foundation, Mutual of Omaha Plaza, Omaha, NE 68175 (866) 663-8665

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

See Attached Schedule 5

- c** Any submission deadlines.

Grants are reviewed and approved quarterly. See website for submission deadlines

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

See Attached Schedule 5

**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
<b>a</b> <i>Paid during the year</i> See Schedule 6	None			3,402,674
<b>Total</b>				▶ <b>3a</b> 3,402,674
<b>b</b> <i>Approved for future payment</i> See Schedule 7	None			7,385,000
<b>Total</b>				▶ <b>3b</b> 7,385,000

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) 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			14	1,958	
4	Dividends and interest from securities			14	978,508	
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				980,466	
13	Total. Add line 12, columns (b), (d), and (e)				980,466	980,466

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- |   |   |    |
|---|---|----|
| 1 | <p>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?</p>  |    |
| a | <p>Transfers from the reporting foundation to a noncharitable exempt organization of</p>  |    |
|   | <p>(1) Cash</p>   | 1a |
|   | <p>(2) Other assets</p>   | 1a |
| b | <p>Other transactions</p>   |    |
|   | <p>(1) Sales of assets to a noncharitable exempt organization</p>   | 1b |
|   | <p>(2) Purchases of assets from a noncharitable exempt organization</p>   | 1b |
|   | <p>(3) Rental of facilities, equipment, or other assets</p>   | 1b |
|   | <p>(4) Reimbursement arrangements</p>   | 1b |
|   | <p>(5) Loans or loan guarantees</p>   | 1b |
|   | <p>(6) Performance of services or membership or fundraising solicitations</p>   | 1b |
| c | <p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>   |    |
| d | <p>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.</p> |    |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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

**Sign  
Here**

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

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

**Paid  
Preparer  
Use Only**

Pnn/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

**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.

**SCHEDULE 1**  
**Page 1 of 4**  
OMB No. 1545-0047

**2013**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**Name of the organization**

Mutual of Omaha Foundation

**Employer identification number**

20-2176636

**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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).





Name of organization Mutual of Omaha Foundation	Employer identification number 20-2176636
--	--

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization Mutual of Omaha Foundation	Employer identification number 20-2176636
--	--

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations 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 See instructions ) ▶ \$ 0

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
	----- ----- ----- For Prov Country		----- ----- -----
(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
	----- ----- ----- For Prov Country		----- ----- -----
(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
	----- ----- ----- For Prov Country		----- ----- -----
(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
	----- ----- ----- For Prov Country		----- ----- -----

**SCHEDULE 2**

**Mutual of Omaha Foundation #20-2176636**  
**Form 990-PF**  
**Investments - Regulated Investment Companies**  
**2013**

<b><u>Form 990-PF, Line 13</u></b>	<b><u>Beginning of Tax Year Market Value</u></b>	<b><u>End of Tax Year Market Value</u></b>
<b>Merrill Lynch Investments</b>	<b><u>36,614,887.01</u></b>	<b><u>61,378,065.75</u></b>
<b>Investments - Regulated Investment Companies</b>	<b><u>36,614,887.01</u></b>	<b><u>61,378,065.75</u></b>

**SCHEDULE 3**

**Mutual of Omaha Foundation #20-2176636  
Form 990-PF  
Part VII-A - Question 10  
2013**

**Question 10**

**Mutual of Omaha Insurance Company  
Mutual of Omaha Plaza  
Omaha, NE 68175**

## Mutual of Omaha Foundation # 20-2176636

Form 990-PF

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

Name and Address	Title and Average Hours Per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans and Deferred Compensation	Expense Account, Other Allowances
Christine D. Johnson Mutual of Omaha Plaza Omaha, NE 68175	President, Secretary, Director 40 hours	None	None	None
Richard A. Witt Mutual of Omaha Plaza Omaha, NE 68175	Vice-President, Director - .5 hours	None	None	None
Laura A. Fender Mutual of Omaha Plaza Omaha, NE 68175	Treasurer, Director -.5 hours	None	None	None
Jeffrey R. Schmid Mutual of Omaha Plaza Omaha, NE 68175	Director - .5 hours	None	None	None
Dana E. Washington Mutual of Omaha Plaza Omaha, NE 68175	Director - .5 hours	None	None	None
Richard C. Anderl Mutual of Omaha Plaza Omaha, NE 68175	Director - .5 hours	None	None	None
Michelle A. Lebens Mutual of Omaha Plaza Omaha, NE 68175	Director - .5 hours	None	None	None

**Mutual of Omaha Foundation, EIN 20-2176636**  
**Form 990-PF**  
**Part XV – Supplementary Information**

**Question 2b**

The Foundation does require a grant agreement which specifies the respective responsibilities of the Foundation and the recipient; obligates the recipient to use the grant funds only for the purposes for which the grant was made; provides for periodic written reports concerning the use of the grant funds; requires a final written report and accounting of how grant funds were used; and acknowledges the authority of Mutual of Omaha Foundation to withhold and/or recover grant funds in case such funds are, or appear to be, misused.

As noted in Question 2d below, the Foundation's sole activity will be to make grants to other organizations which are exempt from taxation under Section 501(c)(3) in order to carry out its philanthropic objectives. In general, an organization seeking a grant from the Foundation will be required to submit an online application to the Foundation, which application may include the following information:

- Name, address, phone number and contact person of the organization.
- Mission of the organization.
- Description of the project for which grant funds are being requested.
- Names of the organization's board of directors.
- Verification of the organization's tax-exempt status.
- A current financial statement.
- Cost of the proposed project and the amount being sought from the Foundation.
- Budget for the proposed project.
- Organization's budget.
- A list of other sources of support and the amounts and types of their donations.
- An explanation of whether this is an ongoing activity or a one-time project

**Question 2d**

The Foundation currently intends that its sole activity will be to make grants to other organizations which are exempt from taxation under Section 501(c)(3) in order to carry out the philanthropic objectives of Mutual of Omaha Insurance Company. The Foundation may also use its funds to engage directly in other 501(c)(3) exempt activities. The Foundation's mission is to prevent and break the cycle of poverty for families in the Omaha metropolitan area. The Foundation intends to focus its philanthropy in the Omaha community within the following areas:

- Preventing and ending homelessness through support of programs that focus on homeless prevention, emergency shelter and food.
- Encouraging self-sufficiency through support of programs that focus on literacy and language proficiency, workforce development, financial literacy and behavioral health.
- Providing education support through support of programs that address early childhood education and preparedness for graduation.
- Preventing and ending violence through support of programs that focus on youth violence and domestic abuse.
- Supporting projects that improve the community and provide enhanced quality of life.

<b>Mutual of Omaha Foundation #20-2176636</b>			
<b>Form 990-PF</b>			
<b>Part XV - Grants and Contributions Paid - Details</b>			
<b>Payable To</b>	<b>Foundation Status of Recipient</b>	<b>Date</b>	<b>Amount</b>
Boys & Girls Clubs of the Midlands	PC	01/31/2013	\$25,000 00
Food Bank for the Heartland	PC	01/31/2013	\$75,000 00
Habitat For Humanity of Omaha, Inc	PC	01/31/2013	\$150,000 00
Legal Aid Of Nebraska	PC	01/31/2013	\$25,000 00
Omaha Zoo Foundation	SO II	01/31/2013	\$100,000 00
Southern Sudan Community Association (SSCA Omaha)	PC	01/31/2013	\$10,000 00
TeamMates Mentoring Program	PC	01/31/2013	\$20,000 00
Together	PC	01/31/2013	\$50,000 00
Youth Care & Beyond Inc	PC	01/31/2013	\$5,000 00
Youth Emergency Services Inc	PC	01/31/2013	\$15,000 00
Youth For Chrst USA Inc	PC	01/31/2013	\$5,000 00
Children's Respite Care Center	PC	02/01/2013	\$500,000 00
Heritage Services	PC	02/01/2013	\$700,000 00
HALO	PC	02/01/2013	\$10,000 00
Boys Town	PC	02/01/2013	\$10,000 00
Food Bank for the Heartland	PC	02/01/2013	\$10,000 00
Madonna School	PC	03/07/2013	\$10,000 00
Omaha Street School	PC	03/07/2013	10,000 00
American Red Cross - Heartland Chapter	PC	04/25/2013	\$25,000 00
Completely Kids	PC	04/25/2013	\$25,000 00
Impact One Community Connection Inc	PC	04/25/2013	\$25,000 00
Literacy Center For The Midlands	PC	04/25/2013	\$25,000 00
Madonna School	PC	04/25/2013	\$10,000 00
Omaha Schools Foundation	SO I	04/25/2013	10,000 00
Alaska Christian College	PC	05/01/2013	\$200 00
American College	PC	05/01/2013	\$1,000 00
Augustana Rock Island	PC	05/01/2013	\$100 00
Brownell-Talbott School	PC	05/01/2013	\$1,400 00
Central High School Foundation	PC	05/01/2013	\$25 00
Christendom Educational Corporation	PC	05/01/2013	500 00
Clarke University	PC	05/01/2013	400 00
College of St. Benedict	PC	05/01/2013	50 00
Creighton Preparatory School	PC	05/01/2013	1,100 00
Creighton University	PC	05/01/2013	350 00
D'Youville College	PC	05/01/2013	\$40 00
Doane College	PC	05/01/2013	\$1,250 00
Emory University	PC	05/01/2013	\$100 00
Grace University	PC	05/01/2013	\$1,000 00
Gross Catholic High School	PC	05/01/2013	\$1,500.00
Iowa State University	PC	05/01/2013	100 00
Kansas State University	PC	05/01/2013	\$80 00
Kuemper Catholic High School	PC	05/01/2013	\$170.00
Lehigh University	PC	05/01/2013	\$50 00
Lenoir-Rhyne University	PC	05/01/2013	\$50.00
Linfield College	PC	05/01/2013	\$300 00
Marian High School	PC	05/01/2013	\$1,825 00
Mercy High School	PC	05/01/2013	\$2,775.00
Missouri Western	PC	05/01/2013	\$80 00
Msgr McClancy Memorial HS	PC	05/01/2013	\$600.00
Mt Michael Benedictine	PC	05/01/2013	\$2,000 00
Northwest Missouri State	PC	05/01/2013	\$100.00
Olivet Nazarene University	PC	05/01/2013	\$950.00
Omaha Christian Academy	PC	05/01/2013	\$300 00
Pomona College	PC	05/01/2013	\$150 00
Roncalli High School	PC	05/01/2013	\$2,550.00
Skutt High School	PC	05/01/2013	\$1,800 00
South Dakota State University	PC	05/01/2013	\$25 00

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Part XV - Grants and Contributions Paid - Details			
Payable To	Foundation Status of Recipient	Date	Amount
St John's University	PC	05/01/2013	\$50 00
St Mary's Preparatory	PC	05/01/2013	\$2,000 00
Trevor Day School	PC	05/01/2013	\$1,000 00
University of Nebraska	PC	05/01/2013	\$950 00
University of North Florida	PC	05/01/2013	\$75 00
University of South Dakota	PC	05/01/2013	\$50 00
Western Michigan University	PC	05/01/2013	\$200 00
Mass Liberal Arts	PC	05/01/2013	\$600 00
Omaha Community Foundation	PC	05/02/2013	\$25,000 00
Heartland Hope Mission	PC	05/10/2013	\$10,000 00
Casa For Douglas County	PC	07/25/2013	\$15,000 00
Girls Incorporated in Omaha	PC	07/25/2013	\$20,000 00
Grameen America Inc	PC	07/25/2013	\$25,000 00
Habitat For Humanity of Omaha, Inc	PC	07/25/2013	\$50,000 00
Heart Ministry Center	PC	07/25/2013	\$25,000 00
HIV Alliance	PC	07/25/2013	\$5,000 00
Hope Center, Inc	PC	07/25/2013	\$50,000 00
Nebraska Childrens Home Society Foundation	PC	07/25/2013	\$25,000 00
Omaha Home For Boys	PC	07/25/2013	\$25,000 00
Omaha Street School	PC	07/25/2013	20,000 00
Kids Can Community Center	PC	07/25/2013	\$25,000 00
St Luke Teen Center	PC	07/25/2013	\$10,000 00
Together	PC	07/25/2013	\$25,000 00
Avenue Scholars Foundation	PC	10/24/2013	\$50,000 00
Big Brothers Big Sisters Of The Midlands	PC	10/24/2013	\$25,000 00
Greater Santa Barbara Ice Skating Association	PC	10/24/2013	\$5,000 00
Interchurch Ministries Of Nebraska	PC	10/24/2013	\$5,000 00
NOVA Treatment Community, Inc	PC	10/24/2013	\$12,500 00
Partnership 4 Kids	SO I	10/24/2013	\$25,000 00
The Salvation Army Western Division	PC	10/24/2013	\$25,000 00
U S Naval Academy Foundation	PC	10/24/2013	\$2,000 00
Luther College	PC	11/01/2013	\$5,000 00
Mount St Michael Academy	PC	11/01/2013	\$1,500 00
Santa Fe Chamber Music Festival	PC	11/01/2013	\$5,000 00
Seton Hall University	PC	11/01/2013	\$1,500 00
Wounded Warrior Project	PC	11/01/2013	\$5,000 00
Boys Town	PC	12/06/2013	\$200,000 00
Bnar Cliff University	PC	12/06/2013	\$5,000 00
Creighton University	PC	12/06/2013	\$5,000 00
Heritage Services	PC	12/06/2013	\$5,000 00
Omaha Performing Arts	PC	12/07/2013	\$150,000 00
Omaha Symphony	PC	12/08/2013	\$50,000 00
Heritage Services	PC	12/09/2013	\$100,000 00
Stephen Center	PC	12/10/2013	\$100,000 00
United Way of the Midlands	PC	12/11/2013	\$327,329 00
American Cancer Society	PC	12/19/2013	\$2,500 00
Christian Urban Education Service	PC	12/19/2013	\$2,500 00
Food Bank for the Heartland	PC	12/19/2013	\$5,000 00
Heartland Hope Mission	PC	12/19/2013	\$5,000 00
Siena/Francis House	PC	12/19/2013	\$5,000 00
Together	PC	12/19/2013	\$5,000 00
Americans for Oxford, Inc	PC	12/20/2013	\$200 00
Dolphin Scholarship Foundation	PC	12/20/2013	\$500.00
The Fund for American Studies	PC	12/20/2013	\$1,500 00
Lane Tech Alumni Association Inc.	PC	12/20/2013	\$200.00
Mavericks Civilian Space Foundation	PC	12/20/2013	\$100 00



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<u>Payable To</u>	<u>Foundation Status of Recipient</u>	<u>Date</u>	<u>Amount</u>
Naval Historical Foundation	PC	12/20/2013	\$200 00
Naval Institute Foundation	SO I	12/20/2013	\$200 00
Naval Submarine League	PC	12/20/2013	\$500 00
Opportunity International	PC	12/20/2013	\$1,000 00
President and Fellows of Harvard College	PC	12/20/2013	\$200 00
Submarine Force Library & Museum Association	PC	12/20/2013	\$200 00
Texas Scottish Rite Hospital for Children	PC	12/20/2013	\$1,000 00
Trustees of Tufts College	PC	12/20/2013	\$200 00
U S Naval Academy Foundation	PC	12/20/2013	\$2,500 00
University of Kansas School of Business	PC	12/20/2013	\$1,500 00
Friends of Ngong Road	PC	12/23/2013	\$2,500 00
HALO	PC	12/23/2013	\$10,000 00
Heart Ministry Center	PC	12/23/2013	\$5,000 00
Heartland Cats Inc	PC	12/23/2013	\$5,000 00
St Augustine Indian Mission School	PC	12/23/2013	\$2,500 00
<b>Total 2013 Donations</b>			<b>\$3,402,674.00</b>

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## Part XV - Grants and Contributions Approved for Future Payment - Details

<u>Payee Organization</u>	<u>Request Project Title</u>	<u>Committed In</u> <u>2013</u>	<u>Tax Status 1</u>	<u>Tax Status 2</u>	<u>Code</u>
Blue Barn Theatre	Blue Barn Theatre New Iconic Performance Space	\$50,000	501(c)(3)	509(a)(1)	PC
Heartland Family Service	North Omaha Intergenerational Human Services Campus	\$500,000	501(c)(3)	509(a)(1)	PC
Heritage Services	Launtzen Gardens Conservatory	\$300,000	501(c)(3)	509(a)(1)	PC
Heritage Services	Community/LUNO Multi-Purpose Athletic Facility	\$1,500,000	501(c)(3)	509(a)(1)	PC
Women's Center for Advancement	Enhanced Advocacy	\$35,000	501(c)(3)	509(a)(1)	PC
University of Nebraska Foundation	University of Nebraska Medical Center-The Nebraska Medical Center Comprehensive Cancer Center	\$5,000,000	501(c)(3)	509(a)(1)	PC
		<hr/>			
		\$7,385,000 00			

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**Schedule  
Number**

<b>1</b>	<b>(4 Pages)</b>	<b>Schedule B - Contributors</b>
<b>2</b>		<b>Investments - Regulated Investment Companies</b>
<b>3</b>		<b>Part VII-A - Question 10</b>
<b>4</b>		<b>Part VIII - Information about Officers &amp; Directors</b>
<b>5</b>		<b>Part XV - Question 2b and 2d</b>
<b>6</b>	<b>(3 Pages)</b>	<b>Part XV - Grants and Contributions Paid - Details</b>
<b>7</b>		<b>Part XV - Grants and Contributions Committed - Details</b>